

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):

June 3, 2015

3. News Release:

A news release relating to the material change described herein was released on June 3, 2015.

4. Summary of Material Change(s):

The Company announced that it intends to complete a non-brokered private placement of a non-convertible secured debenture ("Debenture") for gross proceeds of \$500,000 (the "Offering") and 1,777,778 share purchase warrants of the Company (the "Warrants"). Each whole Warrant entitles the holder thereof to purchase one common share of the company for \$0.25 per share expiring on December 31, 2018. The Debenture shall bear interest at 12% per annum and shall mature on December 31, 2018

5. Full Description of Material Change:

5.1 Full Description of Material Change

See attached Schedule "A" for further details regarding the news release disseminated.

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
Marksman Energy Inc.
(403) 265-7270

9. Date of Report:

June 5, 2015

Schedule "A"



**NEWS RELEASE
Release**

For Immediate

June 3, 2015

**Marksmen Energy Inc.
TSX Venture Exchange – MAH
OTCB Venture Marketplace – MKSEF**

MARKSMEN ANNOUNCES PROPOSED PRIVATE PLACEMENT OF DEBENTURE

CALGARY, ALBERTA, June 3, 2015 – Marksmen Energy Inc. ("Marksmen" or the "Company") announces that it intends to complete a non-brokered private placement of a non-convertible secured debenture ("Debenture") for gross proceeds of \$500,000 (the "Offering") and 1,777,778 share purchase warrants of the Company (the "Warrants"). Each whole Warrant entitles the holder thereof to purchase one common share of the company for \$0.25 per share expiring on December 31, 2018. The Debenture shall bear interest at 12% per annum and shall mature on December 31, 2018.

The subscriber to the Offering is expected to be a company controlled by the same person that purchased the \$750,000 secured debenture (the "\$750,000 Debenture") announced pursuant to Marksmen's press release of July 3, 2013. As a condition of the Offering the Company and the subscriber, subject to regulatory and TSX Venture Exchange Inc. approval, have agreed to extend the maturity date for the \$750,000 Debenture from January 31, 2016 to December 31, 2018, and extend the expiry date of the 2,399,667 outstanding share purchase warrants ("Warrants") issued in connection with the \$750,000 Debenture with an expiry date of February 29, 2016 to December 31, 2018.

It is anticipated the proceeds of the Offering will be used for operations on Marksmen's Ohio oil properties, including drilling and production optimization.

Completion of the Offering is subject to regulatory approval including, but not limited to, the approval of the TSX Venture Exchange Inc. The securities issued will be subject to a four month hold period from the date of the closing of the Private Placement.

For additional information regarding this news release please contact Archie Nesbitt, Director and CEO of the Company at (403) 265-7270 or e-mail info@marksmen.ca.

Not for distribution to U.S. wire services or dissemination in the United States.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

This news release may contain certain forward-looking information and statements, including without limitation, statements pertaining to the closing of the Offering and extension of the Warrants including the

Company's ability to obtain necessary approvals from the TSX Venture Exchange. All statements included herein, other than statements of historical fact, are forward-looking information and such information involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. A description of assumptions used to develop such forward-looking information and a description of risk factors that may cause actual results to differ materially from forward-looking information can be found in Marksmen's disclosure documents on the SEDAR website at www.sedar.com. Marksmen does not undertake to update any forward-looking information except in accordance with applicable securities laws.