

51-102F3 Material Change Report

Item 1 Name and Address of Company

Oracle Energy Corp.
1400 – 1040 West Georgia Street
Vancouver, BC V6E 4H1

Item 2 Date of Material Change

April 27, 2018

Item 3 News Release

The news release dated April 27, 2018 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

Please refer to attached news release

5.1 Full Description of Material Change

Please refer to attached news release.

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

N/A

Item 8 Executive Officer

Peter Francis, CEO

Item 9 Date of Report

April 27, 2018

ORACLE CLOSES FINANCING

Vancouver April 27, 2018 Oracle Energy Corp. (“Oracle” or the “Company”) (TSX.V: OEC) (Frankfurt: O2E) announces that it has closed its private placement financing (previously announced March 27, 2018) for gross proceeds totaling \$2.5 million. Upon receiving regulatory approval the Company will be issuing a total of 33,333,320 units (the “Units”), with each consisting of one common share and one common share purchase warrant (the “Unit Warrants”), each Unit Warrant entitling the holder to acquire one additional common share at a price of \$0.20 per share for 24 months from closing, to 76 placees. Finder’s fees in accordance with regulatory policies have been paid.

Securities comprising 11,978,333 Units issued at the closing of the first tranche are subject to a 4-month hold expiring July 30, 2018.

Securities comprising 17,395,987 Units to be issued at the final closing will be subject to a 4-month hold expiring August 28, 2018.

Securities comprising 3,959,000 Units are being issued to a consultant of the Company with no restrictions attached.

Funds from the financing will be used to pay for costs associated with the Company’s Italmin project (see the Company’s November 30, 2017 news release), reviewing and acquiring new projects and for working capital purposes.

The Placement was effected with 5 insiders of the Company subscribing for 8,413,214 Units for aggregate subscription proceeds of \$630,991.05, that portion of the financing a “related party transaction” as such term is defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is relying on exemptions from the formal valuation and minority approval requirements set out in MI 61-101. The Company is exempt from the formal valuation requirement of MI 61-101 under sections 5.5(a) and (b) of MI 61-101 in respect of the transaction as the fair market value of the transaction, insofar as it involves the interested party, is not more than the 25% of the Company’s market capitalization. Additionally, the Company is exempt from minority shareholder approval under sections 5.7(1)(a) and (b) of MI 61-101 as, in addition to the foregoing, (i) neither the fair market value of the Units nor the consideration received in respect thereof from interested party exceeds \$2,500,000, (ii) the Company has one or more independent directors who are not employees of the Company, and (iii) all of the independent directors have approved the transaction. Material change reports were not filed 21 days prior to the closing of the financing because insider participation had not been established at the time the financing was announced.

ON BEHALF OF THE BOARD OF DIRECTORS.

Peter Francis, CEO

About Oracle Energy Corp.

Oracle Energy Corp. (TSX.V: OEC) (Frankfurt: O2E) is an international oil and gas exploration and development company.

For more information on Oracle Energy visit www.OracleEnergy.com

Neither 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 release. Forward-looking statements in this release are made pursuant to the ‘safe harbour’ provisions of the Private Securities Litigation Reform act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties.