FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS OF COMPANY

Brookwater Ventures Inc. ("Brookwater" or the "Company")
505 3rd Street, SW
Suite 1100
Calgary, Alberta
T2P 3E6

ITEM 2 DATE OF MATERIAL CHANGE

December 31, 2013

ITEM 3 NEWS RELEASE

A news release was issued by the Corporation through Marketwired on December 31, 2013 and subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

Brookwater consolidated its common shares on the basis of one new common share for every 19 common shares outstanding effective as of December 31, 2013.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

Brookwater consolidated its common shares on the basis of one new common share for every 19 common shares outstanding effective as of December 31, 2013.

Brookwater had 99,328,518 common shares outstanding and, following the share consolidation on a 19 for one basis, will have approximately 5,227,816 common shares outstanding. The change in the number of issued and outstanding common shares that will result from the share consolidation will not materially affect any shareholder's percentage ownership in Brookwater, although such ownership would be represented by a smaller number of common shares.

A letter of transmittal was sent by mail to shareholders advising that the share consolidation has taken effect and instructing shareholders to surrender the certificates evidencing their common shares for replacement certificates representing the number of common shares to which they are entitled as a result of the consolidation. Until surrendered, each certificate will be deemed for all purposes to represent the number of common shares to which the holder thereof is entitled as a result of the consolidation.

The share consolidation was approved by the shareholders of Brookwater at the annual general and special meeting held on December 5, 2013. Further details regarding the share consolidation are contained in the Company's Information Circular dated November 4, 2013, which has been filed under the Company's profile on SEDAR at 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

To obtain further information, contact Ahmed Said, Interim President and Chief Executive Officer of the Company, at (403) 263-3000.

ITEM 9 DATE OF REPORT

January 7, 2014

Forward-looking information

This material change report contains forward-looking information relating to the Company's growth and corporate strategy, and other statements that are not historical facts. Forward-looking information relates to management's future outlook and anticipated events or results, and may include statements regarding the share consolidation. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended.

Forward looking-information is subject to certain factors, including risks and uncertainties that could cause actual results to differ materially from what is currently expected. These factors include risks and uncertainties associated with oil and gas exploration, development, exploitation, delays resulting from or inability to obtain required regulatory approvals and ability to access sufficient capital from internal and external sources, reliance on key personnel, regulatory risks and delays and other risks and uncertainties discussed in the management discussion and analysis section of the Company’s interim and most recent annual financial statement or other reports and filings with the TSX Venture Exchange and applicable Canadian securities regulations. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.

The forward-looking statements contained in this material change report are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.