FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

ACL International Ltd. (**Corporation**)
5940 Macleod Trail South West
Calgary, Alberta, T2H 2G4
Tel: (587) 952-5085 –
Fax (403) 225-5745

2. Date of Material Change

April 30, 2015

3. News Release

A press release announcing the material change was issued on May 7, 2015. A copy of the press release is attached as Schedule "A".

4. Summary of Material Change

The Corporation has entered into an amended and restated asset purchase agreement dated April 30, 2015 (the **Amended Asset Agreement**) with Blue Sky Langsa Ltd. (**BSL**), under which the Corporation will acquire a 50% participating interest in a Technical Assistance Contract relating to oil and gas assets located offshore in Indonesia.

The Corporation has also made loans to BSL for an aggregate amount of $800,000 (US$).

5. Full Description of Material Change

Effective March 13 2015, the Corporation entered into an Asset Purchase and Sale Agreement with BSL pursuant to which the Corporation has agreed to acquire a 47% interest in a Technical Assistance Contract for a block referred to as Langsa TAC located offshore, Northern Sumatra from BSL for the purchase price of $9,167,785 to be effective as of January 1, 2015. Effective April 30, 2015, the Corporation entered into the Amended Asset Agreement to increase its participating interest from 47% to 50% under the Langsa TAC. The purchase price has been amended to $9,924,600 payable through the payment to BSL of $100,000 (Cdn) in cash and the issuance of an aggregate of 81,871,667 common shares in the capital of ACL at a deemed price of $0.12 (Cdn) per common share to certain nominees of BSL (the **Transaction**).

The closing for the Transaction is scheduled to occur on May 30, 2015, or such other date as may be agreed upon by the Corporation and BSL. If the Transaction does not close for any reason, the deposit will be fully refunded to the Corporation.

The Corporation intends that the transaction will be deemed a change of business (**COB**) and constitute a reactivation of the Corporation pursuant to Policy 5.2 of the TSX Venture Exchange (**Exchange**) and enable the Corporation to list for trading on the Exchange.

The Corporation has loaned BSL the amount of $250,000 (US$) repayable on or before July 31, 2015, another amount of $250,000 (US$) repayable on or before August 31, 2015 and an additional $300,000 repayable on or before September 21, 2015. All loans have been approved by the Exchange.

The loans bear interest at an annual rate of 12%, calculated and payable monthly. The loans are evidenced by promissory notes and secured by a general security agreement with a general and continuing charge against equipment located at the BSL warehouse in Indonesia and a general security agreement with a charge on BSL's right, title and interest and property to 92,000 barrels of stored oil beneficially owned by BSL located in Indonesia.

Other Information

Completion of the Transaction is subject to a number of conditions, including Exchange acceptance and Shareholder approval. The Transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular to be prepared in connection with the Transaction, any information released or received with respect to the Change of Business or Reverse Take Over may not be accurate or complete and should not be relied upon. Trading in the securities of the Corporation should be considered highly speculative.

Trading of the common shares of the Corporation on the NEX Board of the Exchange remains halted until such time as the Exchange may determine, having regard to the completion of certain requirements pursuant to Exchange Policy 5.2.

It is anticipated that upon completion of the transaction, a new board of directors and new officers will be appointed.

Completion of the transaction will be subject to a number of conditions including Exchange acceptance and approval of the transaction by the shareholders of the Corporation.

Trading of the shares of the Corporation on the NEX has been halted in connection with the dissemination of the press release and will remain halted until such time as the Exchange may determine, having regard to the completion of certain requirements under Exchange policies.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Mahesh Bhatia
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Calgary, Alberta, T2H 2G4
Tel: (587) 952-5085 –
Fax (403) 225-5745

Email: Mahesh.bhatia@acinternational.ca

9. Date of Report

May 8, 2015

Schedule "A"

ACL INTERNATIONAL LTD.
5940 Macleod Trail South West
Calgary, Alberta, T2H 2G4
Tel: (587) 952-5085 Fax (403) 225-5745

ACL INTERNATIONAL LTD. ANNOUNCES SIGNING OF AMENDED AND RESTATED PURCHASE AGREEMENT FOR ACQUISITION OF ASSETS IN INDONESIA

Calgary, Alberta, Canada, May 7, 2015 - ACL INTERNATIONAL LTD. (Trading Symbol: "ACL.H") (the "**Corporation**") is pleased to announce that it has entered into an Amended and Restated Asset Purchase Agreement dated April 30, 2015 with Blue Sky Langsa Ltd. ("**BSL**"), pursuant to which the Corporation has agreed to acquire from BSL a 50% interest in a Technical Assistance Contract for a block referred to as "**Langsa TAC**" located offshore, North Sumatra, Indonesia as of an effective date of January 1, 2015 for a purchase price of CA$9,924,600 payable through the payment to BSL of CA$100,000 in cash and the issuance of an aggregate of 81,871,667 Common Shares in the capital of ACL at a deemed price of CA$0.12 per Common Share to certain nominees of BSL (the "**Transaction**"). As previously announced, the Corporation has paid a deposit in the amount of CA$100,000. If the Transaction does not close for any reason, the deposit will be fully refunded to the Corporation.

The Corporation previously announced its agreement with BSL to acquire a 47% interest in the Langsa TAC for a purchase price of CA$9,167,785. The Amended and Restated Asset Purchase Agreement increases the interest to be acquired to 50%.

The Corporation intends that the Transaction will be deemed a change of business ("**COB**") and constitute a reactivation of the Corporation pursuant to Policy 5.2 of the TSX Venture Exchange ("**Exchange**") and enable the Corporation to list for trading on the Exchange.

Previously, the Corporation's primary business activity involved the operation of general insurance brokerages in Canada and the United States, but since the divestiture of its assets in 2014, the Corporation's shares became listed on the NEX Board of the Exchange and it has been largely inactive. Upon completion of the Transaction, if approved, the Corporation will become listed on the Exchange as a Tier 1 Oil and Gas Issuer and will be involved in the oil and gas industry sector.

The closing of the Transaction is scheduled to take place on May 30, 2015 or such other date as agreed upon by the Corporation and BSL.

Completion of the Transaction is subject to a number of conditions, including Exchange acceptance and disinterested shareholder approval. The Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Trading in the Corporation's shares on the NEX Board of the Exchange has been halted since October 2014 and will remain halted pending receipt of applicable documentation by the Exchange.

About BSL

BSL is a limited liability company registered in Republic of Mauritius with offices in Jakarta, Indonesia. The only shareholder of BSL is Blue Sky International Holdings Inc., a privately held Alberta corporation, which owns 100% of the shares of BSL. Danyal Chaudhary Foundation, a foundation organized under the laws of the State of California, owns 100% of the shares of Blue Sky International Holdings Inc. BSL has no subsidiaries.

The Transaction is not a Non-arm's Length Transaction under the policies of the Exchange and is not subject to Policy 5.9 of the Exchange.

Loans

As previously announced, the Corporation has loaned BSL the amount of US$250,000 repayable on or before July 31, 2015. ACL has since loaned an additional US$250,000 to BSL repayable on or before August 31, 2015 and an additional US$300,000 repayable on or before September 21, 2015 for aggregate loans of US$800,000. All of the loans have been approved by the Exchange.

The loans bear interest at the annual rate of 12%, calculated and payable monthly. The loans are evidenced by promissory notes and secured by a general security agreement with a general and continuing charge security against equipment located at BSL's warehouse in Indonesia.

Other Information

Investors are cautioned that, except as disclosed in the Management Information Circular/Filing Statement to be prepared in connection with the transaction, any information released or received with respect to the COB may not be accurate or complete and should not be relied upon. Trading in the securities of the Corporation should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

For further information please contact:
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Email: tony.consalvo@acinternational.ca

On behalf of
ACL INTERNATIONAL LTD.

"Tony Consalvo"

Tony Consalvo, CEO