

MATERIAL CHANGE REPORT
Form 51-102F3

1. Reporting Issuer

Mooncor Oil & Gas Corp. (the "Issuer")
155 Rexdale Boulevard, Suite 502
Toronto, Ontario, M9W 5Z8

2. Date of Material Change

July 19, 2010

3. News Release

A news release with respect to the material change referred to in this report was disseminated on July 19, 2010 through CNW Group and filed on the system for electronic document analysis and retrieval (SEDAR).

4. Summary of Material Change

The Issuer announced the details of a proposed non-brokered private placement financing into DRGN Energy Inc., a wholly-owned subsidiary of the Issuer.

5. Full Description of Material Change

The material change is fully described in the news release attached hereto as Schedule "A".

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The senior officer who can answer questions regarding this report is Richard Cohen, Vice-President (Corporate Development). Mr. Cohen can be reached at (905) 882-4422.

9. Date of Report

July 19, 2010

MOONCOR

Oil & Gas

MOO: TSX Venture Exchange

July 19, 2010

MOONCOR ANNOUNCES DETAILS OF FINANCING OF ITS ONTARIO SUBSIDIARY

Calgary, Alberta – Mooncor Oil & Gas Corp. ("Mooncor") is pleased to announce that it intends to complete a non-brokered private placement financing (the "Financing") pursuant to which DRGN Energy Inc. ("DRGN"), a wholly-owned subsidiary of Mooncor, proposes to raise gross proceeds of up to \$1,400,000 through the issuance of subscription receipts (the "Subscription Receipts") at \$0.15 per Subscription Receipt. Each Subscription Receipt will automatically convert, without any further action by the holder, and for no additional consideration, into units (the "Units") of DRGN at the closing of the proposed plan of arrangement (the "Plan of Arrangement") by Mooncor whereby, amongst other things, the shares of DRGN held by Mooncor would be transferred to the shareholders of Mooncor, and Mooncor would transfer all of its oil and gas assets located in the Province of Ontario (the "Ontario Assets") to DRGN.

Each Unit will be comprised of one common share of DRGN (a "DRGN Share") and one-half of one common share purchase warrant of DRGN (a "DRGN Warrant"). Each whole DRGN Warrant shall entitle the holder to acquire one DRGN Share for an exercise price of \$0.30 per share for a period of 24 months following the closing of the Financing.

In the event the Plan of Arrangement, the successful completion of which is subject to certain conditions, including but not limited to the receipt of all required shareholder and regulatory approvals of the Financing and the Plan of Arrangement, is not completed by December 31, 2010, each Subscription Receipt shall automatically convert, without any further action by the holder, and for no additional consideration, into that number of units (a "Mooncor Unit") of Mooncor equal to the aggregate subscription price paid by each subscriber divided \$0.20. Each Mooncor Unit will be comprised of one common share (a "Mooncor Share") of Mooncor and one-half of one common share purchase warrant of Mooncor (a "Mooncor Warrant"). Each whole Mooncor Warrant shall entitle the holder to acquire one Mooncor Share for an exercise price of \$0.35 per share for a period of 24 months following the closing of the Financing.

All securities issued pursuant to the Financing will be subject to a four-month hold period.

Finders fees may be payable to eligible persons with respect to the Financing and will be subject to regulatory approval.

The net proceeds of the Financing will be used by DRGN for the expenses relating to the exploration and development of the Ontario Assets and working capital, and in the event the Plan of Arrangement is not completed by December 31, 2010, will be used by Mooncor for working capital.

As announced on June 16, 2010, following a strategic review of its oil and gas properties, Mooncor has determined to spin-off its Ontario Assets into DRGN. Pursuant to the Plan of Arrangement Mooncor will (i) transfer the Ontario Assets into DRGN, and (ii) distribute all (10,000,000) of the DRGN Shares (excluding the DRGN Shares purchased pursuant to the Financing) to Mooncor shareholders. In the event the maximum Financing (\$1,400,000) is completed and the Plan of Arrangement is completed, Mooncor shareholders will own 10,000,000 DRGN Shares (52%) and the subscribers of the Financing will own 9,333,333 DRGN Shares (48%). Upon completion of the Plan of Arrangement Mooncor will maintain its focus on its high impact proven Muskwa/Duvernay shale gas play at Hamburg, Alberta, and DRGN will independently pursue exploration and development of the Ontario Assets to their full potential.

The strategy proposed would distribute to each Mooncor shareholder approximately one (1) DRGN Share for each ten (10) Mooncor Shares held as of the record date for the distribution. This process would present an opportunity for enhancing Mooncor shareholder value by providing Mooncor shareholders with a continuing holding of their Mooncor Shares and a holding of DRGN Shares.

Schedule "A"

As previously announced, Mooncor had purchased 18,592 net acres within the Kent and Lambton Counties of Southwest Ontario for total land holdings of 22,425 net acres targeting both oil and gas opportunities.

Management of Mooncor believes that Ontario is an attractive exploration environment. The primary conventional plays on the lands held are the Ordovician, Silurian – Salina and Devonian. The unconventional play types are the Kettle Point Formation (Antrim equivalent) shale and the Collingwood (Utica equivalent) shale. Recent announcements from industry on the success of Collingwood shale drilling results in Michigan have demonstrated the opportunity for this promising new shale play.

Technical review of the Ontario land base has identified up to 22 oil drilling locations (firm and contingent) adjacent to two producing oil pools. In addition, Mooncor has identified 6 Silurian Pinnacle prospects.

Completion of the Plan of Arrangement remains conditional on obtaining all necessary regulatory and shareholder approvals, including the approval of the TSX Venture Exchange.

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

Business of Mooncor Oil & Gas Corp.

Mooncor Oil & Gas Corp. is a junior oil and gas exploration and development company. Mooncor is focusing on its shale gas opportunities with a current emphasis on its high impact proven Muskwa/Duvernay shale gas play at Hamburg, Alberta as well as structuring a spinoff of its southwest Ontario assets into a new entity.

For more information please contact:

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The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although Mooncor believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, Mooncor disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

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.

This press release does not constitute and the subject matter hereof is not, an offer for sale or a solicitation of an offer to buy, in the United States or to any "U.S Person" (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "1933 Act")) of any equity or other securities of the Company. The securities of DRGN and Mooncor have not been registered under the 1933 Act and may not be offered or sold in the United States (or to a U.S. Person) absent registration under the 1933 Act or an applicable exemption from the registration requirements of the 1933 Act.

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN.