

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

IROC Energy Services Corp. (“IROC” or the “Corporation”)
8113 49th Avenue Close
Red Deer, Alberta
T4P 2V5

Item 2. Date of Material Change

May 6, 2011

Item 3. News Release

New release was issued at Calgary, Alberta on May 6, 2011 and disseminated via Canada NewsWire.

Item 4. Summary of Material Change

Newton (Trey) Wilson III resigns from the board of directors of the Corporation effective May 6, 2011.

Item 5.1 Full Description of Material Change

IROC announced that Newton (Trey) Wilson III has resigned from the board of directors of the Corporation. Mr. Wilson, the Executive Vice President and Chief Operating Officer of Key Energy Services, Inc., (“Key Energy”) was Key Energy’s representative on the IROC board pursuant to an agreement entered into between the companies in 2005. Pursuant to the agreement if, at any time, Key Energy’s ownership position in IROC exceeded a certain percentage of the total issued and outstanding shares of IROC, Key Energy was entitled to nominate up to two members for the IROC board of directors. Prior to April 11, 2011, Key Energy’s ownership in IROC had exceeded the threshold under the agreement and Mr. Wilson had served as one of Key Energy’s nominee’s on the IROC board since 2005. On April 11, 2011, Key Energy divested all of its interest in IROC and, accordingly, the agreement with respect Key Energy’s right to board seats terminated, and as a result Mr. Wilson tendered his resignation as a director of the Corporation effective as of May 6, 2011.

Item 5.2. Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable. This is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

Timothy J. Sebastian
VP Corporate Development, General Counsel and Corporate Secretary
IROC Energy Services Corp.
600, 505 – 8th Avenue S.W.
Calgary, Alberta T2P 1G2
(403) 263-1110

Item. 9 Date of Report

May 9, 2011