

MATERIAL CHANGE REPORT
Form 51-102F3

Item 1 Name and Address of Company:

Cuda Oil and Gas Inc.
Suite 2110, 440 – 2nd Street SW
Calgary, Alberta T2P 5E9
("Cuda" or the "Company")

Item 2 Date of Material Change:

July 23, 2019

Item 3 News Release:

A news release was issued by the Company on July 24, 2019 through Newsfile.

Item 4 Summary of Material Change:

The Company entered into a series of binding asset purchase agreements to sell all of its oil and gas assets and related liabilities located in the Province of Quebec at a total transaction value of CAD\$10.59 million, including cash consideration at closing of CAD\$4.29 million.

Item 5 Full Description of Material Change:

5.1 *Full Description of Material Change*

Cuda entered into a series of binding Asset Purchase Agreements (the "APAs") to sell all of its oil and gas assets and related liabilities located in the Province of Quebec ("Quebec") at a total transaction value of CAD\$10.59 million, including cash consideration at closing of CAD \$4.29 million, to arm's-length purchasers (the "Transaction"). The Transaction is anticipated to close on or about August 30, 2019.

The purchasers will cause Cuda to be released and discharged, at closing, from a pending CAD \$3.1 million claim associated with the exercise of dissent rights in connection with the plan of arrangement of the Company completed August 15, 2018.

This Transaction is subject to normal closing conditions and regulatory approvals, including the approval by the TSX Venture Exchange.

5.2 *Disclosure for Restructuring Transaction*

Not applicable.

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

Not applicable.

Item 7 Omitted Information:

Not applicable.

Item 8 Executive Officer:

The name and business telephone number of an executive officer of the Corporation who is knowledgeable about the material change and who can be contacted is:

R. Glenn Dawson
President and Chief Executive Officer
Cuda Oil and Gas Inc.
Telephone: (403) 454-0862

Item 9 Date of Report:

August 2, 2019

Forward-Looking Information

This material change report contains forward-looking information. All statements other than statements of historical fact included in this material change report are forward-looking statements that involve various risks and uncertainties and are based on forecasts of future operational or financial results, estimates of amounts not yet determinable and assumptions of management. In particular, this material change report includes forward-looking information relating to the Transaction, the impact of the Transaction on Cuda and its results and development plans; regulatory and third party approvals relating to the Transaction; anticipated Transaction consideration and form thereof; the expected closing date of the Transaction; the anticipated discontinuance, release and discharge of the dissent claim; the Company pro forma the Transaction; the estimated environmental liabilities, including abandonment and reclamation obligations; and the anticipated benefits of the Transaction; the existence and performance of resource and reserve opportunities on the Company's lands and related lands; and activity levels in the Company's core areas. Risk factors that could prevent forward-looking statements from being realized include market conditions, third party and regulatory approvals, ongoing permitting requirements, the actual results of current exploration and development activities, operational risks, risks associated with drilling and completions, uncertainty of geological and technical data, conclusions of economic evaluations and changes in project parameters as plans continue to be refined as well as future oil and gas prices. Although Cuda has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements 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 statements. The Company disclaims any intention and has no obligation or responsibility, except as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.