

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Relentless Resources Ltd. (the “**Company**” or “**Relentless**”)
Suite 320, 700 - 4th Avenue SW
Calgary, Alberta T2P 3J4

2. Date of Material Change(s)

February 10 and 11, 2014.

3. News Release

A press release was disseminated on February 11, 2014 via Marketwired.

4. Summary of Material Change

The Company announced it closed the previously announced non-brokered private placement offering (the “**Offering**”) of units (“**Units**”), by issuing 4,285,714 Units at a price of \$0.105 per Unit for gross proceeds of \$450,000. Each Unit is comprised of one common share (“**Common Share**”) and one-half of a share purchase warrant of the Company (a “**Warrant**”), resulting in the issuance of 4,285,714 Common Shares and 2,142,856 Warrants under the Offering.

Board of Directors has approved the issuance of stock options effective February 11, 2014 to purchase 428,580 Common Shares of the Corporation at a price of \$0.19 per share, exercisable until February 11, 2019. The immediately vesting stock options were granted in accordance with the Company’s stock option plan.

5. Full Description of Material Change

5.1 - Full Description of Material Change

The Company announced closed the previously announced non-brokered private placement offering (the “**Offering**”) of units (“**Units**”), by issuing 4,285,714 Units at a price of \$0.105 per Unit for gross proceeds of \$450,000. Each Unit is comprised of one common share (“**Common Share**”) and one-half of a share purchase warrant of the Company (a “**Warrant**”), resulting in the issuance of 4,285,714 Common Shares and 2,142,856 Warrants under the Offering.

Subject to vesting, each whole Warrant is exercisable into one Common Share until February 10, 2019, at a price of \$0.14 per share. The Warrants vest and become exercisable as to one-third upon the 20-day weighted average trading price of the Common Shares (the “**Market Price**”) equaling or exceeding \$0.20, an additional one-third upon the Market Price equaling or exceeding \$0.25 and a final one-third upon the Market Price equaling or exceeding \$0.30.

All securities issued under the Offering, including the Common Shares issuable upon exercise of the Warrants, are subject to a four-month plus a day hold period from the date of issuance expiring June 11, 2014, in accordance with applicable securities laws. There are no finder’s fees associated with the Offering. The Offering is subject to receipt of final acceptance from the TSX Venture Exchange (“**TSXV**”).

Stock Options

The Company also announced that its Board of Directors approved the issuance of stock options effective February 11, 2014 to purchase 428,580 Common Shares of the Corporation at a price of \$0.19 per share, exercisable until February 11, 2019. The options vest immediately and are being issued to officers and directors of the Company in accordance with the Company's stock option plan. The stock options (and the common shares issuable thereunder) are subject to a four month plus a day hold period, expiring June 12, 2014, in accordance with applicable securities laws. These stock option grants are subject to final approval of the TSXV.

About Relentless Resources Ltd.

Relentless is a Calgary based emerging oil and natural gas company, engaged in the exploration, development, acquisition and production of natural gas and light gravity crude oil reserves in Alberta. Relentless' common shares trade on the TSX Venture Exchange under the symbol RRL.

Relentless' primary corporate objective is to achieve non-dilutive growth and enhance shareholder value through internal prospect development, strategic production acquisitions and prudent financial management.

For further information regarding this Press Release please contact:

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5.2 - Disclosure for Restructuring Transactions

Not Applicable.

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

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officer

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9. Date of Report

February 11, 2014.