FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Orca Energy Group Inc. ("**Orca**" or the "**Company**")
Vistra Corporate Services Centre
Wickhams Cay II, Road Town, Tortola
British Virgin Islands VG1110

2. Date of Material Change

December 14, 2020.

3. Press Releases

The news release setting out information concerning the material change described in this report was issued by the Company on December 14, 2020 through the facilities of GlobeNewswire, and would have been received by the securities commissions where the Company is a reporting issuer.

4. Summary of Material Change

On December 16, 2020, Orca commenced its previously announced substantial issuer bid to purchase for cancellation up to C$40 million of its Class B Subordinate Voting Shares (the "**Class B Shares**") for cash (the "**Offer**") and confirmed the terms and conditions of the Offer.

5.1 Full Description of Material Change

On December 16, 2020, Orca commenced the Offer. The Offer:

(a) will expire at 5:00 p.m. (Toronto time) on January 20, 2021 (the "**Expiry Date**"), unless extended, varied or withdrawn by Orca;

(b) will be funded from Orca's cash on hand;

(c) is being made by way of a "modified Dutch auction", allowing holders (the "**Shareholders**") of Class B Shares and Class A Common Shares ("**Class A Shares**" and together with the Class B Shares, "**Shares**") who choose to participate in the Offer to do so through: (i) an auction tender in which they will specify the number of Shares being tendered at a price of not less than C$6.50 and not more than C$7.50 per Class B Share, in increments of C$0.05 per Class B Share; or (ii) a purchase price tender in which they will agree to have a specified number of Class B Shares purchased at the purchase price to be determined pursuant to the auction (the "**Purchase Price**") and have their Shares considered as having been tendered at the minimum price of C$6.50 for the purposes of determining the Purchase Price. Shareholders who validly deposit Shares without specifying the method in which they are tendering their Shares will be deemed to have made a purchase price tender, understanding that those Shares will be considered to have been tendered at the minimum price of C$6.50 per Class B Share. All Shares tendered at or below the finally determined Purchase Price will be purchased, subject to proration and "odd lot" priority, at the same Purchase Price determined pursuant to the terms of the Offer. Shares that are not purchased, including Shares tendered pursuant to auction tenders at prices above the Purchase Price, will be returned to Shareholders;

(d) is open to holders of Class A Shares. Class A Shares taken up by Orca will be converted into Class B Shares on a one-for-one basis immediately prior to take up. Only those Class A Shares proposed to be taken up by Orca will be converted into Class B Shares on a one-for-one basis immediately prior to take up; and

(e) is not conditional upon any minimum number of Class B Shares being tendered to the Offer, but is subject to other conditions and Orca reserves the right, subject to applicable laws, to withdraw or amend the Offer, if, at any time prior to the payment of deposited Class B Shares, certain events occur.

As of December 14, 2020, Orca had 24,387,460 Class B Shares and 1,750,495 Class A Shares issued and outstanding. Shaymar Limited ("**Shaymar**") holds 1,741,975 Class A Shares and 4,694,870 Class B Shares, which in the aggregate represent approximately 99.51% and 19.25% of all issued and outstanding Class A Shares and Class B Shares, respectively, and an aggregate of 66.56% of the total voting rights of the Company. Shaymar has advised the Company that it intends to tender approximately 4,694,870 Class B Shares to the Offer.

Orca's Board of Directors approved the making of the Offer and the purchase price range for Class B Shares. However, neither Orca nor its Board of Directors or AST Trust Company (Canada), as the depositary for the Offer, makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing any Shares under the Offer. Shareholders are urged to evaluate carefully all information in the Offer, consult their own financial, legal, investment and tax advisors and make their own decisions as to whether to deposit Shares under the Offer and, if so, how many such Shares to deposit and at what price or prices.

The solicitation and the Offer is only being made pursuant to the formal offer to purchase, issuer bid circular, letter of transmittal, notice of guaranteed delivery and other related documents which have been filed with the applicable Canadian securities regulators and are available free of charge on Orca's SEDAR profile at www.sedar.com. The Offer is optional for all Shareholders, who are free to choose whether to participate, how many Shares to tender, and in the case of auction tenders, at what price to tender within the specified range. Any Shareholder who does not deposit any Shares (or whose Class B Shares are not repurchased under the Offer) will realize a proportionate increase in equity interest in Orca, to the extent that Class B Shares are purchased under the Offer.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

None.

8. Executive Officer

For additional information, please contact Blaine Karst, Chief Financial Officer of Orca at +44-747-1902734.

9. Date of Report

December 22, 2020.

FORWARD LOOKING STATEMENTS AND INFORMATION

Certain statements in this Material Change Report, including but not limited to: the aggregate amount of Class B Shares to be purchased for cancellation under the Offer; the expected Expiry Date of the Offer; the Company's expectation that it will fund any purchases of Class B Shares pursuant to the Offer from cash on hand; and Shaymar's intention to tender approximately 4,694,870 Class B Shares to the Offer, among others, constitute "**forward-looking information**" within the meaning of applicable Canadian securities laws. The words "**may**", "**will**", "**would**", "**should**", "**could**", "**expects**", "**plans**", "**intends**", "**trends**", "**indications**", "**anticipates**", "**believes**", "**estimates**", "**predicts**", "**likely**" or "**potential**" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking information. Forward-looking information is based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct or that the Company's expectations regarding this Offer or the Company's actual results, level of activity, performance or achievements or future events or developments will be achieved.

The forward-looking information contained in this Material Change Report involves substantial known and unknown risks and uncertainties, certain of which are beyond the Company's control, and many factors could cause the Company's actual results to differ materially from those expressed or implied in any forward-looking information contained in this Material Change Report. Additionally, such forward-looking information is based on certain assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate in the circumstances. Please see the Company's material change report dated January 24, 2020 filed on www.sedar.com for a discussion of such risks, uncertainties, and assumptions.

The forward-looking information contained in this Material Change Report is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless so required by applicable Canadian securities laws.