

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

FairWest Energy Corporation
#400, 900 – 6 Avenue SW
Calgary, AB T2P 3K2

2. Date of Material Change

May 28, 2013

3. News Release

A news release was issued by FairWest Energy Corporation on May 31, 2013 and disseminated through the facilities of Marketwire. A copy of such news release is attached to this Material Change Report as Schedule "A".

4. Summary of Material Change

FairWest Energy Corporation announces that an Order was obtained on May 28, 2013 from the Court of Queen's Bench of Alberta (the "**Court**") extending the stay of proceedings granted to FairWest under the *Companies' Creditors Arrangement Act* ("**CCAA**") to July 3, 2013 (the "**May 28 Order**").

The May 28 Order also provides for an increase in maximum amount available under the debtor-in-possession financing facility with Supreme Group Inc. to \$1,765,000.

FairWest also announces today that its board of directors have resigned. As a result of the resignation of the directors, the May 28 Order grants PricewaterhouseCoopers Inc., the court-appointed monitor of FairWest (the "**Monitor**") with additional powers to, among other things, select the successful bid from amongst the bids submitted pursuant to the Sale and Investment Solicitation Process set out by Order of the Court dated March 19, 2013 and oversee and direct the completion of the transaction contemplated by the successful bid.

FairWest also announces that Doug McNichol has resigned as President and Chief Operating Officer of FairWest. FairWest thanks Mr. McNichol for his service and contribution to FairWest, particularly during the CCAA proceedings and wishes him all the best in his future endeavours. In addition, Marion Mackie has resigned as Chief Financial Officer of FairWest, however, pursuant to the May 28 Order, Mrs. Mackie has been appointed as the Chief Restructuring Officer ("**CRO**") for FairWest. The CRO is authorized to operate and carry on the business of FairWest during the CCAA proceedings.

5.1 Full Description of Material Change

The material change is described in FairWest's press release attached hereto as Schedule "A" which news release is incorporated herein.

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

Douglas O. McNichol, President and Chief Operating Officer

9. Date of Report

May 31, 2013

FAIRWEST ENERGY CORPORATION

News Release

For Immediate Release
Calgary, Alberta

Friday, May 31, 2013
TSXV Trading symbol "FEC"
319,654,775 Common Shares Issued

FAIRWEST OBTAINS EXTENSION UNDER CCAA AND ANNOUNCES APPOINTMENT OF CHIEF RESTRUCTURING OFFICER

Calgary, Alberta – May 31, 2013 – FairWest Energy Corporation ("**FairWest**" or the "**Company**") announces that an Order was obtained on May 28, 2013 from the Court of Queen's Bench of Alberta (the "**Court**") extending the stay of proceedings granted to FairWest under the *Companies' Creditors Arrangement Act* ("**CCAA**") to July 3, 2013 (the "**May 28 Order**").

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For more information, interested parties can visit the Monitor's website at www.pwc.com/car-fec.

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
