MATERIAL CHANGE REPORT

1. Name and Address of Company:

TORC Oil & Gas Ltd. ("**TORC**" or the "**Company**")
1800 Eighth Avenue Place
525 – 8th Avenue S.W.
Calgary, Alberta T2P 1G1

2. Date of Material Change:

June 27, 2018

3. News Release:

On June 27, 2018, at Calgary, Alberta, a news release was issued and disseminated through the facilities of a recognized newswire service.

4. Summary of Material Change:

TORC completed the previously announced acquisition of certain oil and gas assets in southeast Saskatchewan and in Manitoba (the "**Acquisition**"). The Acquisition included approximately 15.5 mmboe of proved plus probable reserves and over 3,200 boepd of light oil producing assets in southeast Saskatchewan and Manitoba (the "**Acquired Assets**"). Total consideration for the Acquisition was approximately $225 million before closing adjustments, which was paid $125 million in cash and $100 million by way of the issuance of 13,531,800 common shares in the capital of TORC ("**Common Shares**") at a deemed value of approximately $7.39 per Common Share.

The Acquisition was partially funded by drawing on the Company's revolving credit facility.

5. Full Description of Material Change:

The Acquisition

Pursuant to a purchase and sale agreement with a Canadian oil and gas company, dated May 8, 2018, TORC acquired the Acquired Assets for $225 million before closing adjustments, of which $125 million was paid in cash and $100 million by way of the issuance of 13,531,800 Common at a deemed value of approximately $7.39 per Common Share.

The Acquisition closed on June 27, 2018 and the cash component of the Acquisition was funded by drawing on the Company's revolving credit facility.

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

N/A

7. Omitted Information:

N/A

8. Executive Officer:

For further information, contact Mr. Jason J. Zabinsky, Vice President, Finance and Chief Financial Officer, by telephone at (403) 930-4120

9. Date of Report:

July 3, 2018

READER ADVISORIES

Oil and Gas Disclosures

The reserve information in this material change report is derived in respect of the reserves associated with the Acquired Assets as at April 30, 2018 based on our internal evaluation prepared by a qualified reserves evaluator of the Company in accordance with NI 51-101 and the COGE Handbook.

The term "boe" or barrels of oil equivalent may be misleading, particularly if used in isolation. A boe conversion ratio of six thousand cubic feet of natural gas to one barrel of oil equivalent (6 Mcf: 1 bbl) is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Additionally, given that the value ratio based on the current price of crude oil, as compared to natural gas, is significantly different from the energy equivalency of 6:1; utilizing a conversion ratio of 6:1 may be misleading as an indication of value.