

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Petroteq Energy Inc. (the “Corporation”)
15165 Ventura Blvd., #200
Sherman Oaks, California 91403

2. Date of Material Change

April 1, 2019

3. News Release

A news release with respect to the material change referred to in this report was disseminated on April 3, 2019 through Globe Newswire and filed on the system for electronic document analysis and retrieval (SEDAR).

4. Summary of Material Change

The Corporation closed and issued 15,000,000 common shares to Momentum Asset Partners I, LLC representing the equity component of the consideration payable by the Corporation pursuant to the acquisition from Momentum of 50% of the operating rights and interests relating to oil sands under U.S. federal oil and gas leases, in the State of Utah.

5. Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in the news releases attached hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of Regulation 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For additional information, please contact Alex Blyumkin, Executive Chairman of the Corporation, at (800) 979-1897.

9. Date of Report

April 3, 2019



PETROTEQ ENERGY INC.

**NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES
AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN.**

PETROTEQ ENERGY ANNOUNCES CLOSING OF RESOURCE ACQUISITION

Sherman Oaks, California – April 3, 2019 – Petroteq Energy Inc. (“**Petroteq**” or the “**Company**”) (TSXV: PQE; OTC: PQEFF; FSE: PQCF), a fully integrated oil and gas company, announces the closing and issuance of 15,000,000 common shares to Momentum Asset Partners I, LLC representing the equity component of the consideration payable by the Company pursuant to the acquisition from Momentum of 50% of the operating rights and interests relating to oil sands under U.S. federal oil and gas leases encompassing approximately 8,480 gross acres (4,240 net acres, less royalty) in the State of Utah. As previously announced on February 8, 2019, the total consideration for the acquisition is US\$10.8 million (US\$1.8 million in cash and US\$9 million in shares at a deemed value of US\$0.60 per share).

In addition, the Company announces that the closing of the subscriptions for 1,730,263 common shares and warrants exercisable for 1,481,481 common shares for gross proceeds of US\$482,000, as previously announced on March 25, 2019.

The Company also announces the execution of an agreement with an arm’s length supplier wherein the Company has agreed to issue the supplier 700,000 common shares of the Company in consideration for the Company’s decision not to proceed with the purchase of certain pieces of used equipment as they had made a strategic business decision to purchase new equipment from a different supplier. The issuance of the shares is subject to TSX Venture Exchange approval and will be subject to a four-month hold period.

About Petroteq Energy Inc.

Petroteq is a fully integrated oil and gas company focused on the development and implementation of a new proprietary technology for oil extraction. The Company has an environmentally safe and sustainable technology for the extraction of heavy oils from oil sands, oil shale deposits and shallow oil deposits. Petroteq is engaged in the development and implementation of its patented environmentally friendly heavy oil processing and extraction technologies. Our proprietary process produces zero greenhouse gas, zero waste and requires no high temperatures. Petroteq is currently focused on developing its oil sands resources and expanding production capacity at its Asphalt Ridge heavy oil extraction and processing facility located near Vernal, Utah.

Forward-Looking Statements

Certain statements contained in this press release contain forward-looking statements within the meaning of the U.S. and Canadian securities laws. Words such as “may,” “would,” “could,” “should,” “potential,” “will,” “seek,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “expect” and similar expressions as they relate to the Company, including: closing of the above noted transaction; are intended to identify forward-looking information. Readers are cautioned that there is no certainty that it will be commercially viable to produce any portion of the resources. All statements other than statements of historical fact may be forward-looking information. Such statements reflect the Company’s current views and intentions with respect to future events, based on information available to the Company, and are subject to certain risks, uncertainties and assumptions. Material factors or assumptions were applied in providing forward-looking information, including, without limitation: applicable director and TSX Venture Exchange approvals. While forward-looking statements are based on data, assumptions

and analyses that the Company believes are reasonable under the circumstances, whether actual results, performance or developments will meet the Company's expectations and predictions depends on a number of risks and uncertainties that could cause the actual results, performance and financial condition of the Company to differ materially from its expectations. Certain of the "risk factors" that could cause actual results to differ materially from the Company's forward-looking statements in this press release include, without limitation: failure to receive director and TSX Venture Exchange approval for the shares for debt transaction; uncertainties inherent in the estimation of resources, including whether any reserves will ever be attributed to the Company's properties; since the Company's extraction technology is proprietary, is not widely used in the industry, and has not been used in consistent commercial production, the Company's bitumen resources are classified as a contingent resource because they are not currently considered to be commercially recoverable; full scale commercial production may engender public opposition; the Company cannot be certain that its heavy oil and bitumen resources will be economically producible and thus cannot be classified as proved or probable reserves in accordance with applicable securities laws; changes in laws or regulations; the ability to implement business strategies or to pursue business opportunities, whether for economic or other reasons; status of the world oil markets, oil prices and price volatility; oil pricing; state of capital markets and ability of the Company to raise capital; litigation; the commercial and economic viability of the Company's oil sands hydrocarbon extraction technology and other proprietary technologies developed or licensed by the Company or its subsidiaries, which currently are experimental nature and have not been used at full capacity for an extended period of time; reliance on suppliers, contractors, consultants and key personnel; the ability of the Company to maintain its mineral lease holdings; potential failure of the Company's business plans or model; the nature of oil and gas production and oil sands mining, extraction and production; uncertainties in exploration and drilling for oil, gas and other hydrocarbon-bearing substances; unanticipated costs and expenses, availability of financing and other capital; potential damage to or destruction of property, loss of life and environmental damage; risks associated with compliance with environmental protection laws and regulations; uninsurable or uninsured risks; potential conflicts of interest of officers and directors; and other general economic, market and business conditions and factors, including the risk factors discussed or referred to in the Company's disclosure documents filed with the securities regulatory authorities in certain provinces of Canada and available at www.sedar.com.

Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Company does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release, and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CONTACT INFORMATION

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