

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

Item 1. Name and Address of Company

Blackbird Energy Inc. (the "Company")
2200, 635 8th Avenue SW Calgary
Alberta T2P 3M3

Item 2. Date of Material Change

November 5, 2014

Item 3. News Release

A news release relating to the material change described herein was released by Marketwired on November 6, 2014.

Item 4. Summary of Material Change

The Company announced the acquisition of an additional ten sections of Montney rights.

Full Description of Material Change

The Company announced that it has acquired a 100% working interest in ten additional sections (6,400 net acres) of Montney rights (the "Sections") that are contiguous with or located within one mile of the Company's Elmworth project (the "Elmworth Project").

The Company paid an aggregate purchase price of \$3,431,324 for the acquisition of the Sections from four separate arms' length vendors. Including the Sections, the Company now holds a 100% working interest in 46 contiguous sections (29,440 acres) and a total of 50 sections of Montney rights at the Elmworth Project.

Item 5. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 6. Omitted Information

Not applicable.

Item 7. Executive Officer

Please contact Garth Braun, Chief Executive Officer of the Company, at (587) 538-0383.

Item 8. Date of Report

DATED November 14, 2014.