FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Corporation:

Athabasca Oil Corporation ("**Athabasca**" or the "**Company**")
1200, 215 – 9th Avenue S.W.
Calgary, Alberta T2P 1K3

2. Date of Material Change:

February 24, 2017.

3. News Release:

A news release was issued by Athabasca on February 24, 2017 and disseminated through the facilities of a recognized news wire service and would have been received by the securities commissions where Athabasca is a reporting issuer in the normal course of its dissemination.

4. Summary of Material Change:

On February 24, 2017, the Company completed the following balance sheet refinancing transactions:

- a private placement of US$450 million aggregate principal amount of 9.875% senior secured second lien notes due 2022 (the "**New Notes**");
- a C$120 million reserve-based credit facility;
- the purchase of C$439 million of its 7.50% Senior Secured Second Lien Notes due 2017 (the "**Notes**") pursuant to a tender offer by the Company (the "**Offer**") to purchase any and all of its outstanding Notes; and
- the issuance of a notice of redemption for remaining aggregate outstanding principal amount of the Notes that were not purchased by the Company pursuant to the Offer.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Private Placement of New Notes

On February 24, 2017, Athabasca completed a private placement of US$450 million aggregate principal amount of 9.875% senior secured second lien notes due 2022. The New Notes are not subject to maintenance or financial covenants and are secured by a second priority lien on substantially all of the assets of Athabasca. Proceeds from the sale of the New Notes were directed towards the purchase of the Notes pursuant to the Offer and the redemption of the remaining aggregate principal amount of the Notes.

Credit Facility

On February 24, 2017, Athabasca completed a C$120 million reserve-based credit facility, which is syndicated with seven major financial institutions.

Tender and Redemption of Notes

The early tender deadline in respect of the Offer to purchase any and all of the outstanding Notes occurred on February 23, 2017 at 5:00 pm ET (the "**Early Tender Deadline**"). As reported by the tender agent, C$439 million principal amount of the Notes had been validly tendered and not withdrawn, representing approximately 80% of the aggregate outstanding principal amount of the Notes. On February 24, 2017, Athabasca paid for all of the Notes that were validly tendered and not validly withdrawn prior to the Early Tender Deadline. Holders who validly tendered their Notes and delivered their consents at or prior to the Early Tender Deadline and who did not withdraw their Notes prior to the withdrawal deadline received total consideration equal to C$1,004.25 per C$1,000 principal amount of Notes. Athabasca also received consents from holders representing a majority of the aggregate principal amount of Notes outstanding to adopt certain amendments to the indenture governing the Notes (the "**Indenture**") to eliminate most of the restrictive covenants and certain of the events of default contained in the Indenture.

On February 24, 2017, pursuant to the terms of the Indenture, Athabasca issued a notice of redemption for remaining aggregate outstanding principal amount of the Notes, which will be redeemed on March 27, 2017 at their principal amount plus any accrued and unpaid interest. As a result, the Company has satisfied and discharged the Indenture governing the Notes.

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:

Not applicable.

8. Executive Officer:

For further information, please contact Anne Schenkenberger, Vice President, General Counsel and Corporate Secretary, by telephone at (403) 237-8227.

9. Date of Report:

March 6, 2017.