

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

ITEM 1 Name and Address of Company

Petrox Resources Corp. (the “Corporation”)
150 – 1220 Kensington Road NW
Calgary, AB T2N 3P5

ITEM 2 Date of Material Change:

May 21, 2014

ITEM 3 News Release:

A press release was issued in respect of the material change on May 21, 2014 and filed on SEDAR on May 21, 2014.

ITEM 4 Summary of Material Change:

The Corporation announced that, further to its news release of March 26, 2014, the Corporation has now entered into a definitive sale and purchase agreement for the acquisition of certain oil and gas properties located in the Fletwode area of Saskatchewan.

ITEM 5 Full Description of Material Change:

The Corporation announced that, further to its news release of March 26, 2014, the Corporation has now entered into a definitive sale and purchase agreement for the acquisition of certain oil and gas properties located in the Fletwode area of Saskatchewan. These properties include six oil producing wells with a combined producing rate of approximately 40 barrels per day.

The target closing date for this Acquisition is May 31, 2014 with an effective date of April 1, 2014.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

ITEM 7 Omitted Information:

No material information has been omitted from this Report.

ITEM 8 Executive Officer:

For further information, please contact Alan Chan, CFO, at (403) 237-8330.

ITEM 9 Date of Report:

May 21, 2014