

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

ALBERTA SECURITIES COMMISSION

Suite 600, 250 - 5th Street SW
Calgary, Alberta T2P 0R4
Attention: Executive Director

-and to-

BRITISH COLUMBIA SECURITIES COMMISSION

PO Box 10142 Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Attention: Executive Director

-and to-

SASKATCHEWAN FINANCIAL SERVICES COMMISSION

6th Floor, 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 3V7
Attention: Executive Director

-and to-

TSX VENTURE EXCHANGE INC.

10th Floor, 300 - 5th Avenue SW
Calgary, Alberta T2P 3C4

Dear Sirs:

Re: LATERAL CAPITAL CORP. (the "Corporation") - Material Change Report

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 51-102F3 of National Instrument 51-102. Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

1. Reporting Issuer:

Lateral Capital Corp.
1000, 205 – Fifth Avenue SW
Calgary, Alberta T2P 2V7
Main Phone: (587) 350-7500
Fax: (587) 350-7505
("Issuer" or "Corporation")

2. Date of Material Change:

November 28, 2012

3. News Release:

The Corporation issued a news release on or about November 29, 2012 through the facilities of Marketwire, a copy of which has also been filed on SEDAR.

4. Summary of Material Change:

The Corporation announced entering into a purchase and sale agreement.

5. Full Description of Material Change:

Please refer to the press release attached hereto as Schedule "A".

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

Not applicable.

7. Omitted Information:

No significant facts have been omitted by the report.

8. Executive Officer:

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted by the Commission as follows:

Corbin Blume - President, Chief Executive Officer and Director: (403) 975-4009

Dated at Calgary, Alberta, this 29th day of November, 2012.

LATERAL CAPITAL CORP.

Per: (Signed) "Corbin Blume"
Corbin Blume

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SCHEDULE "A"



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This News Release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from such registration.

November 28, 2012

LATERAL CAPITAL ENTERS INTO PURCHASE AND SALE AGREEMENT TO ACQUIRE LIGHT OIL ASSETS IN SE SASKATCHEWAN

CALGARY, ALBERTA – Lateral Capital Corp. ("Lateral" or the "Company") (TSX-V: LCP) is pleased to announce that it has entered into a Purchase and Sale Agreement (the "Agreement") with an undisclosed company, to acquire certain light oil reserves in the Frobisher and Alida reservoirs. The Agreement provides for total consideration of \$28.0 million (the "Transaction") with a non-refundable deposit of \$1.0 million. The Transaction will be funded through a combination of equity and debt financings, the terms and conditions of which will be announced shortly. The Transaction is subject to customary closing conditions being satisfied and is scheduled to close in early 2013.

Acquisition Highlights

Through the Transaction, Lateral is acquiring a combination of operated and non-operated light oil assets, with an average working interest of 42% in southeast Saskatchewan. The Transaction has the following characteristics:

- Current production of 320 bbls/day as of September, 2012, 96% weighted to light oil from the Mississippian aged Frobisher and Alida carbonate reservoirs.
- Total Proved Reserves⁽¹⁾ of 1,126mboe and Proved plus Probable Reserves of 1,539mboe.
- Proved plus Probable Reserve Life Index of 12.4 years.
- Net developed land of 3,206 acres and an undeveloped land base of 2,294 acres (average 49% working interest).
- 25 km² of 3D proprietary seismic.
- Estimated annualized cash flow of \$4.7 million⁽²⁾.
- Operating Netback of \$49.00 per boe⁽²⁾.
- The upside potential includes 21 horizontal wells that have been identified, 15 of which have been booked by McDaniel & Associates Consultants Ltd.
- Three 100 percent working interest proven undeveloped locations are identified in the Tatagwa and Weyburn fields.
- Bakken rights in 1,690 net acres with development potential at Pheasant and Innes lands, offsetting current industry activity.
- Potential for operational optimization including well workovers, gathering and infrastructure modifications and water disposal enhancements.

Transaction Metrics

The Transaction metrics are as follows:

- Current Production \$87,500 per flowing barrel
- Proved Reserves of \$24.87/bbl
- Proved plus Probable Reserves \$18.19/bbl
- Proved plus Probable Recycle Ratio 2.45x

Strategic Rationale

The Transaction represents the implementation of Lateral's strategy to become an oil-weighted producer through a combination of accretive transactions followed by organic growth. Lateral's focus is on high netback, oil-weighted assets with identified drilling upside.

- (1) As per McDaniel & Associates Consultants Limited Reserve Report effective September 1, 2012.
- (2) Based on year-to-date lease operating statements.

Cautionary and Forward-Looking Statements

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. Forward-looking statements and information are often, but not always, identified by the use of words such as "appear", "seek", "anticipate", "plan", "continue", "estimate", "approximate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", "would" and similar expressions.

More particularly and without limitation, this news release contains forward-looking statements and information concerning the expected results of the Proposed Acquisition; the Corporation's petroleum and natural gas production and reserves with respect to the assets to be acquired; the Corporation's petroleum and natural gas production on an aggregate basis upon completion of the Proposed Acquisition; anticipated closing dates of the asset acquisition; the closing of the financing and the anticipated timing thereof and the expected use of proceeds from the financing. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Corporation, including expectations and assumptions concerning well production rates and reserve volumes in respect of the assets to be acquired; expectations and assumptions concerning well production rates in respect of existing wells; project development and overall business strategy. Although management of the Corporation believes that the expectations and assumptions on which such forward looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Corporation relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the risks associated with the oil and gas industry in general such as operational risks in development, exploration and production delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to reserves, production, costs and expenses; health, safety and environmental risks; commodity price and exchange rate fluctuations; marketing and transportation; loss of markets; environmental risks; competition; incorrect assessment of the value of acquisitions and failure to realize the anticipated benefits of acquisitions; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals and changes in legislation, including but not limited to tax laws, royalties and environmental regulations. Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the TSX Venture Exchange. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 Mcf: 1bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

This press release shall not constitute an offer to sell, nor the solicitation of an offer to buy, any securities in the United States, nor shall there be any sale of securities mentioned in this press release in any state in the United States in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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

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For further information please contact:

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or

Diane Zuber, CFO

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