FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and address of Company

Journey Energy Inc. ("**Journey**" or the "**Company**")
Suite 700, 517 10th Avenue SW
Calgary, Alberta Canada T2R 0A8

2. Date of Material Change

March 20, 2017

3. News Release

A news release was issued on March 20, 2017 by, or on behalf of, the Company and disseminated through the facilities of a recognized news wire service.

4. Summary of Material Change

The Company has entered into a purchase and sale agreement for the acquisition of approximately 2,000 boe/d of production (78% natural gas) for the total purchase price of $35.6 million.

5. Full Description of Material Change

5.1 – Full Description of Material Change

Journey has entered into a purchase and sale agreement with a private company to acquire interests in its Central Alberta core for an aggregate purchase price of approximately $35.6 million (the "Acquisition"), comprised of $29.6 million of cash and 2.1 million common shares of Journey. The Acquisition consists of approximately 2,000 boe/d (average for 2017; 28% oil & NGLs) of high value, long reserve life, operated, high working interest (75% average WI) liquids-rich gas production. This low-decline (16% decline) production base provides a stable estimated funds flow stream of $8-9 million for 2017, on an annualized basis. Journey will acquire a high working interest in two strategic gas plants and a network of greater than 250 kilometers of pipelines. Journey has identified a number of low-risk, low-cost, near term development opportunities that will allow Journey to maintain production on the assets over the remainder of the year for approximately 30% of forecasted funds flow. The acquisition is currently anticipated to close in early May.

5.2 – Disclosure of 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

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this material change report is:.

Gerry Gilewicz, Chief Financial Officer. Telephone: (403) 303-3238.

9. Date of Report

March 23, 2017.