

FORM 51-103F2
REPORT OF MATERIAL CHANGE OR OTHER MATERIAL INFORMATION

PART 1 INSTRUCTIONS

1. Information Being Reported

Indicate whether the report is being filed to report a material change, a related entity transaction, a major acquisition or one of the transactions specified in subsection 32(6) of the Instrument.

If the transaction being reported falls in more than one of these categories, indicate each of the applicable categories.

Guidance

For example, if the transaction is a material change and also a major acquisition, indicate this.

2. Format

The numbering, headings and ordering of the items included in this form are guidelines only.

3. Defined Terms

Refer to the Instrument for the definition of terms that are used in this form that are not defined in the form. If terms are not defined in that instrument, refer to securities legislation and National Instrument 14-101 *Definitions*.

4. Plain Language

Use plain, easy to understand language in preparing the report of material change, related entity transaction, major acquisition or other transaction. Avoid technical terms but, if they are necessary, explain them in a clear and concise manner.

5. Incorporating Material by Reference

If the disclosure required by this form has been provided in another document filed by a venture issuer, the venture issuer may comply with the disclosure requirements of this form by stating the name and date of that other document, that it is available on SEDAR at www.sedar.com and by including a statement that the applicable disclosure is incorporated by reference into this report. If the other document is lengthy, indicate the location of the relevant information in the other document.

PART 2 CONTENTS OF REPORT

6. Name and Address - State the venture issuer's full name and the address of its head office.

7. Date of Material Change, Related Entity Transaction, Major Acquisition or Other Transaction - Disclose the following, as applicable:

- (a) the date of the material change;
- (b) the date of the decision to implement a related entity transaction;
- (c) the date of the related entity transaction;
- (d) the acquisition date for a major acquisition or transaction specified in subsection 32(6) of the Instrument.

8. News Release - State the date of the news release issued under section 18 of the Instrument and the news wire or service used to disseminate it.

9. Summary of Material Change, Related Entity Transaction, Major Acquisition or Other Transaction - Briefly summarize the nature and substance of the material change, related entity transaction, major acquisition or other transaction being reported.

10. Full Description of Material Change, Related Entity Transaction, Major Acquisition or Other Transaction

- (1) Describe the material change, related entity transaction, major acquisition or other transaction so that a reader can appreciate management's assessment of the reasonably anticipated significance and impact of the material change, related entity transaction, major acquisition or other transaction on the venture issuer's business, operations, financial performance, financial position, risks and prospects, whether positive or negative.

Guidance:

Specific financial forecasts are not normally required in connection with disclosure of a material change, related entity transaction or major acquisition.

- (2) Disclose the purpose of and reasons for the material change, related entity transaction, major acquisition or other transaction.
- (3) Disclose, in respect of the material change, related entity transaction, major acquisition or other transaction, each of the following that are applicable, if material:
 - (a) the date of each applicable agreement;
 - (b) in respect of an acquisition, the acquisition date or anticipated acquisition date, as determined in accordance with the issuer's GAAP and, in respect of a disposition, the closing date or anticipated closing date;

- (c) the parties to the agreement or transaction and, if the event or transaction is a related entity transaction, the nature of the relationship that causes each applicable entity to be considered a related entity of the venture issuer;
- (d) if the venture issuer is acquiring or has acquired an asset or business from a related entity, and the related entity acquired the asset or business within the prior three calendar years, the consideration paid by that related entity for the asset or business;
- (e) a description for each asset, business, related business or liability acquired, disposed of or leased, including its location;
- (f) the consideration paid or to be paid for each asset, business or related business or liability acquired, disposed of or leased, including
 - (i) on-going commitments arising from the event or transaction,
 - (ii) an estimate of the aggregate consideration paid or received for all assets, businesses, related business or liabilities subject to the transaction, as reasonably anticipated to be recorded in the financial statements or interim financial reports of the venture issuer,
 - (iii) how the consideration was determined, including whether a valuation was obtained, and, if so, identify the valuator and summarize the material terms of the valuation,
 - (iv) how and when the consideration is to be paid, including a description of the number and type of securities that form all or part of the consideration, and
 - (v) for acquisitions, where consideration includes a cash payment, the source of funds;
- (g) risks related to the material change, related entity transaction, major acquisition or other transaction;
- (h) any plans or proposals for a significant change in the venture issuer's business affairs or those of an acquired business or related business that may have a significant effect on its financial performance or financial position, for example, plans to liquidate, amalgamate or sell or lease all or substantially all of the assets of a business;
- (i) the identity of each person or company that has or will become or who has ceased or will cease to be a director, executive officer, principal securityholder or control person in connection with the material change, related entity transaction, major acquisition or other transaction.

11. Additional Disclosure for Major Acquisitions and Certain Transactions

- (1) If disclosure is required for a major acquisition that is not a transaction specified in subsection 32(6) of the Instrument include the additional disclosure, financial statements or other information required by sections 23, 25 and 26 of the Instrument.
- (2) If disclosure is required for a transaction specified in subsection 32(6) of the Instrument include the disclosure required by subsections 32(1) and 32(2) of the Instrument.

12. Additional Disclosure for Material Changes to Prior Oil and Gas Activity Disclosure

- If the material change, had it occurred on or before the effective date of information included in the statement most recently filed by the venture issuer under item 1 of section 2.1 of National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*, would have resulted in a significant change in the information contained in that statement, include the disclosure required by subsection 6.1(2) of National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*.

13. Confidential Reports of Material Change - If this report is being delivered on a confidential basis in reliance on section 20 of the Instrument, state the reasons for such reliance.

Guidance

Refer to section 20 of the Instrument concerning continuing obligations about confidential reports of material change.

14. Omitted Information

- (1) State whether any information has been omitted on the basis that it is confidential information.
- (2) In a separate letter to the applicable regulator or securities regulatory authority marked "confidential", provide the reasons for the venture issuer's omission of confidential significant facts in the report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

15. Contact Person - State the name, position and telephone number of an executive officer of the venture issuer who is knowledgeable about the material change, related entity transaction or major acquisition reported and the contents of the report.

16. Date of Report - Date the report.

