

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Ironhorse Oil & Gas Inc. (“**Ironhorse**”)
1000, 324 – 8th Avenue S.W.
Calgary, Alberta T2P 2Z2

Item 2 Date of Material Change

October 4, 2017.

Item 3 News Release

A press release announcing the material change was issued on October 4, 2017 through the facilities of Canada Newswire. The press release has been filed on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

On October 4, 2017, Ironhorse entered into an amalgamation agreement (the “**Amalgamation Agreement**”) with privately-held Pond Technologies Inc. (“**Pond**”) and a wholly-owned subsidiary of Ironhorse providing for the acquisition (the “**Acquisition**”) by Pond of Ironhorse by way of a three-cornered amalgamation. Pursuant to the Amalgamation (as defined below), all of the issued and outstanding common shares of Pond (“**Pond Shares**”) will be cancelled and holders of Pond Shares (except for dissenting shareholders) shall receive one common share of Ironhorse (on a post-Consolidation (as defined below) basis) for each Pond Share. Following completion of the Amalgamation, Ironhorse will carry on, through Amalco (as defined below), the business presently carried on by Pond.

Item 5.1 Full Description of Material Change

On October 4, 2017, Ironhorse entered into the Amalgamation Agreement with Pond and a wholly-owned subsidiary of Ironhorse providing for the Acquisition. All of the directors and officers of Pond and Ironhorse have entered into support agreements pursuant to which they have agreed to vote their Pond Shares or outstanding common shares of Ironhorse (“**Ironhorse Shares**”), as applicable, in favor of the Acquisition and related matters. Under the terms of the Amalgamation Agreement, Pond will amalgamate with the wholly-owned subsidiary of Ironhorse (the “**Amalgamation**”) and, following the completion of the proposed transaction, the resulting amalgamated entity (“**Amalco**”) will be a wholly-owned subsidiary of Ironhorse, which is expected to continue trading on the TSX Venture Exchange (the “**TSXV**”).

Particulars of the Transaction

Pursuant to the Amalgamation, all of the issued and outstanding Pond Shares will be cancelled and holders of Pond Shares (except for dissenting shareholders) shall receive one Ironhorse Share (on a post-Consolidation basis) for each Pond Share. Following completion of the Amalgamation, Ironhorse will carry on, through Amalco, the business presently carried on by Pond.

In connection with the Acquisition, all of the outstanding stock options and warrants of Pond will be cancelled and exchanged for equivalent stock options and warrants of Ironhorse.

The Amalgamation Agreement also provides for: (i) a name change of Ironhorse to “Pond Technologies Holdings Inc.” or such other name as Pond may determine in its sole discretion (the “**Name Change**”); (ii) the consolidation of all of the issued and outstanding Ironhorse Shares on the basis of 6.9 pre-

consolidation Ironhorse Shares for each one post-consolidation Ironhorse Share (the “**Consolidation**”); (iii) the appointment of a new management team (the “**New Management Team**”); and (iv) the reconstitution of the board of directors of Ironhorse (the “**New Board**”) (collectively with the Acquisition and the Amalgamation, the “**Transaction**”).

As a condition of the Transaction, Pond will complete a brokered private placement of subscription receipts, at a price of not less than \$2.00 per subscription receipt, on a commercially reasonable efforts agency basis for minimum aggregate gross proceeds of \$6,500,000 and maximum aggregate gross proceeds of \$15,000,000 (the “**Financing**”). Net proceeds are expected to be used to fund Amalco’s program to commercialize its technology following completion of the Transaction and for general corporate purposes.

It is anticipated that immediately following the closing of the Transaction (without giving effect to the Financing, and assuming there are no changes resulting from the conversion of the existing convertible securities of Pond or to the outstanding common shares of Ironhorse other than pursuant to the Consolidation), an aggregate of approximately 15,772,668 post-Consolidation Ironhorse Shares will be issued and outstanding, of which it is anticipated that 11,731,245 post-Consolidation Ironhorse Shares will be held by former shareholders of Pond (representing approximately 74% of the post-Consolidation Ironhorse Shares), and approximately 4,041,423 post-Consolidation Ironhorse Shares will be held by existing shareholders of Ironhorse (representing approximately 26% of the post-Consolidation Ironhorse Shares). Without giving effect to the Financing, it is further anticipated that no post-Consolidation Ironhorse Shares will be reserved for issuance pursuant to outstanding convertible securities upon the closing of the Transaction, other than up to 1,601,340 post-Consolidation Ironhorse Shares issuable upon exercise of outstanding share purchase warrants, and up to 1,097,500 post-Consolidation Ironhorse Shares issuable upon exercise of outstanding stock options. The Transaction values the Ironhorse Shares at \$2.00 per Ironhorse Share (on a post-Consolidation basis) for aggregate consideration issuable to Pond shareholders of approximately \$23.5 million (excluding any Pond Shares issued pursuant to the Financing).

The New Management Team will be led by Steven Martin as Chief Executive Officer and Chief Technology Officer, and will include Thomas Masney as Chief Financial Officer and Corporate Secretary, Peter Howard as Vice President, Corporate Sustainability, and Emidio Di Pietro as Vice President, Engineering.

The New Board as well as the board of Amalco will be comprised of Steven Martin, Geraldine Kenney-Wallace, Bill Asselstine, Rob McLeese and Gerry Quinn.

After giving effect to the Transaction, it is anticipated that St. Marys Cement Inc. (“**St. Marys**”), an existing shareholder of Pond, will also be an insider of Ironhorse, with Mr. Asselstine acting as St. Marys’ nominee on the New Board. St. Marys is an Ontario incorporated wholly-owned subsidiary of Votorantim Cement North America Inc., which forms a part of the global operations of Votorantim Cimentos S.A., Brazil’s largest cement company.

Concurrent with the closing of the Transaction, Ironhorse will transfer its interest in the Kotcho property, the Dawson property and the Balsam property (assuming with respect to Balsam that it has not been disposed of prior to closing of the Transaction) to Grizzly Resources Limited (“**GRL**”) for nominal consideration, and GRL will assume abandonment and reclamation obligations for these properties in consideration for the payment by Ironhorse to GRL of the abandonment and reclamation costs of such properties actually incurred by GRL plus 15%, to a maximum aggregate amount of not more than \$457,183. Ironhorse will also assign all of its rights and interests in all claims made by Ironhorse in the existing litigation (the “**Sinopec Litigation**”) with Sinopec Daylight Energy Ltd. (“**Sinopec**”) to GRL or a third party acceptable to Pond, and GRL or the third party, as applicable, will assume and indemnify

Ironhorse from and against all of Ironhorse's liabilities in respect of the claims made by Sinopec in the Sinopec Litigation and all future costs associated therewith.

Conditions and Approvals Related to the Transaction

Completion of the Transaction is subject to a number of conditions and approvals including, but not limited to, TSXV acceptance and the approval of shareholders of each of Ironhorse and Pond. The Name Change and the Consolidation will require the approval of at least 66⅔% of the Ironhorse shareholders at the annual general and special meeting of the Ironhorse shareholders anticipated to be held prior to the end of 2017 (the "**Ironhorse Meeting**"). The Amalgamation Agreement and the Amalgamation, among other things, will need to be approved by a simple majority of Ironhorse shareholders at the Ironhorse meeting. A management information circular is expected to be mailed to shareholders of Ironhorse in connection with the Ironhorse Meeting. Additional information regarding the details of the Transaction will be included in such management information circular. Ironhorse expects to mail the management information circular around mid-November 2017.

The Amalgamation Agreement and the Amalgamation will require the approval of at least 66⅔% of the Pond shareholders at a special meeting of the Pond shareholders anticipated to be held prior to the end of 2017 (the "**Pond Meeting**").

It is also a condition to the completion of the Transaction for Ironhorse to enter into an amended management agreement with GRL in relation to the management of the Pembina property.

No finder's fee is payable in connection with the Transaction.

The Amalgamation Agreement provides for a reciprocal break fee of \$250,000 payable in certain circumstances.

The Amalgamation Agreement contains customary terms and conditions for a transaction of this nature, including covenants applicable to Ironhorse and Pond until the closing of the Transaction regarding their respective businesses and affairs. A copy of the Amalgamation Agreement will be available under Ironhorse's issuer profile on SEDAR at www.sedar.com.

Recommendation of the Board of Directors and Support Agreements

The board of directors of Ironhorse has unanimously: (a) determined that the Transaction is in the best interests of Ironhorse; (b) determined to recommend that Ironhorse shareholders vote in favour of the resolutions to approve the Transaction; and (c) authorized the entering into of the Amalgamation Agreement and the performance of Ironhorse's obligations thereunder.

The board of directors and officers of Ironhorse who, in aggregate, own or control approximately 13 % of the Ironhorse Shares, have entered into support agreements pursuant to which they have agreed, among other things, to vote in favour of the Transaction.

About Ironhorse and Pond

Ironhorse is a Calgary-based junior oil and natural gas production company trading on the TSXV under the symbol "IOG". Ironhorse owns a working interest in a producing oil and gas property in Alberta.

Located in Markham, Ontario, and continued under the laws of the province of Ontario, Pond is a private company that has developed a proprietary system to transform carbon dioxide into bio-products. Pond works with the cement, steel, oil and gas and power generation industries to reduce greenhouse gas

emissions. Pond has three pilot installations in Ontario and has granted and pending patents in the USA, Europe, China and Taiwan and patents pending in other jurisdictions including Canada.

Pond's platform technology also includes algae superfoods for the nutraceutical and food additive markets. Pond's productive system can grow many species of algae, including strains that produce antioxidants, omega-3 fatty acids, and protein for human and animal consumption.

Financial Information regarding Ironhorse and Pond

For further details concerning Ironhorse, including its property interests and financial information, please refer to the annual audited financial statements of Ironhorse for the fiscal year ended December 31, 2016 and the interim financial statements of Ironhorse for the six month period ended June 30, 2017, together with the accompanying management's discussion and analysis for each such period, and the additional public filings of Ironhorse, including Ironhorse's annual oil and gas disclosure filings effective December 31, 2016, all available under Ironhorse's issuer profile on SEDAR at www.sedar.com.

The following table presents certain selected financial data of Pond for the years ended December 31, 2016, 2015 and 2014 and the six months ended June 30, 2017. The selected financial information has been derived from Pond's audited financial statements for the years ended December 31, 2016, 2015 and 2014 and from Pond's unaudited interim financial statements for the six months ended June 30, 2017. Pond's financial statements were prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

(CDN\$ 000's)	Six Months Ended June 30, 2017 (unaudited)	Year Ended December 31, 2016 (audited)	Year Ended December 31, 2015 (audited)	Year Ended December 31, 2014 (audited)
Revenue	9	162	452	717
Net income (loss)	(1,166)	(2,737)	(1,475)	(2,629)
Cash (used in) operations	(978)	(1,441)	(1,060)	(2,014)

(CDN\$ 000's)	Six Months Ended June 30, 2017 (unaudited)	Year Ended December 31, 2016 (audited)	Year Ended December 31, 2015 (audited)	Year Ended December 31, 2014 (audited)
Total assets	3,369	3,723	3,620	4,453
Total long term financial obligations	3,852	5,171	967	395
Total liabilities	6,285	6,389	1,859	1,229
Cash dividend declared	Nil	Nil	Nil	Nil
Accumulated deficit	(15,921)	(14,756)	(12,018)	(10,544)

Sponsorship

Pond intends to make an application to the Exchange for an exemption from the sponsorship requirement as the Financing will be a brokered financing of at least \$500,000. There can be no assurance that the

exemption will be granted. In any event, an agreement to sponsor should not be construed as any assurance with respect to the merits of the Transaction or the likelihood of its completion.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact:

Larry J. Parks
President & Chief Executive Officer
(403) 237-9600

Item 9 Date of Report

October 12, 2017

Forward-Looking Statements

This report contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words “expect”, “anticipate”, “continue”, “estimate”, “objective”, “ongoing”, “may”, “will”, “project”, “should”, “believe”, “plans”, “intends” and similar expressions are intended to identify forward-looking information or statements. More particularly and without limitation, this report contains forward looking statements and information concerning the Transaction, the expected business of Ironhorse and Amalco, the anticipated benefits of the Transaction to the shareholders of Ironhorse, the timing and receipt of shareholder, TSXV and other regulatory approvals for the Transaction, the timing and ability of Ironhorse and Pond to satisfy the other conditions to the completion of the Transaction and the closing of the Transaction.

The forward-looking statements and information are based on certain key expectations and assumptions made by Ironhorse, including expectations and assumptions concerning Ironhorse, Pond, Amalco, the Transaction, the timely receipt of all required shareholder, TSXV and other regulatory approvals and the satisfaction of other closing conditions to the completion of the Transaction in accordance with the terms of the Amalgamation Agreement. Although Ironhorse 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 because Ironhorse can give no assurance that they will prove to be correct. By its nature, such forward-looking information is subject to various risks and uncertainties, which could cause the actual results and expectations to differ materially from the anticipated results or expectations expressed. These risks and uncertainties, include, but are not limited to, risks that the Transaction may not be completed as currently proposed or at all; satisfaction or

waiver of all applicable conditions to closing of the Transaction (including receipt of all necessary shareholder, TSXV and regulatory approvals, and the absence of material changes with respect to the parties and their respective businesses, all as more particularly set forth in the Amalgamation Agreement); the anticipated benefits expected from the Transaction not being realized; delays in the timing of the Transaction; fluctuations in general macroeconomic conditions; fluctuations in securities markets and the market price of Ironhorse Shares; fluctuations in currency markets (such as the Canadian dollar to United States dollar exchange rate); change in national and local government, legislation, taxation, controls, regulations and political or economic developments; and availability of financing. Readers are cautioned not to place undue reliance on this forward-looking information, which is given as of the date hereof, and to not use such forward-looking information for anything other than its intended purpose. Ironhorse undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.