

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Standard Exploration Ltd. (“**Standard**”) or (the “**Company**”)
Suite 2400, 333 – 7th Avenue S.W.
Calgary, AB T2P 2Z1

2. Date of Material Change(s): December 19, 2018

3. News Release: A press releases relating to the material change described herein was issued on December 20, 2018 and disseminated through the facilities of a recognized newswire service.

4. Summary of Material Change(s):

On December 20, 2018, Standard announced, among other things: (i) the completion of the previously announced non-brokered private placement of common shares (“**Common Shares**”) and units (“**Units**”) of the Company for aggregate gross proceeds of \$18,011,000 (the “**Private Placement**”); (ii) the appointment of a new management team (the “**New Management Team**”) and board of directors (the “**New Board**”); and (iii) the closing of the acquisition by the Company of all of the limited partnership units of Gulf Pine Energy Partners, LP (“**Gulf Pine**”).

5. Full Description of Material Change:

5.1 Full Description of Material Change

Private Placement

Pursuant to the Private Placement, Standard issued an aggregate of 289,600,000 Units and 610,950,000 Common Shares for aggregate gross proceeds of \$18,011,000. Each Unit is comprised of one Common Share and one performance-based Common Share purchase warrant (each, a “**Performance Warrant**”). Each Performance Warrant will entitle the holder to purchase one Common Share at a price of \$0.02 for a period of five years. The Performance Warrants vest and become exercisable as to one-third upon the 20-day volume weighted average trading price of the Common Shares (the “**Market Price**”) equaling or exceeding \$0.03, an additional one-third upon the Market Price equaling or exceeding \$0.04 and a final one-third upon the Market Price equaling or exceeding \$0.05. In addition, in the event the Market Price equals or exceeds \$0.08, each Performance Warrant shall be exercisable for 1.5 Common Shares, provided that, at the time of exercise in respect of the additional 0.5 of a Common Share per Performance Warrant (the “**Performance Incentive**”), either (i) the Common Shares are listed on the facilities of a recognized stock exchange (other than the TSX Venture Exchange (“**TSXV**”)); or (ii) the Common Shares are acquired for cash or for the securities of a company listed on a recognized stock exchange (other than the TSXV).

Pursuant to applicable securities laws, all securities issued pursuant to the Private Placement will be subject to a hold period of four months plus one day following the date of issuance of such securities. Completion of the Private Placement is subject to certain conditions, including but not limited to, final approval by the TSXV.

New Management and New Board

Contemporaneous with the closing of the Private Placement, the previously announced appointment of the New Management Team was completed and the former board of directors and management team of the Company resigned. The New Management Team is led by Ian

Atkinson as President, Chief Executive Officer and a director, Calvin Yau, as Vice President, Finance and Chief Financial Officer, Chris Birchard, Vice President, Geoscience and Gary McMurren, Vice President, Engineering. Joining Mr. Atkinson on the New Board are Bruce Beynon, Michael G. Kohut, Tamara MacDonald, Andrew McCreath, C. Neil Smith and R. Steven Smith, with Sony Gill serving as Corporate Secretary.

The New Management Team believes the current market environment will provide an excellent opportunity to (i) reposition the Company as a high growth junior oil and gas company, and (ii) consolidate high quality, high netback, low decline oil and gas assets in under-exploited basins in the US Gulf Coast states at highly attractive metrics. The New Management Team will focus away from high-priced and infrastructure constrained shale basins in the US and move towards establishing a dominant position in proven oil and gas basins which attract some of the best commodity pricing in the US.

Gulf Pine Acquisition

The Company has acquired all of the issued and outstanding limited partnership units of Gulf Pine for cash consideration of USD\$3,425,000. Gulf Pine is a limited partnership existing under the laws of the State of Delaware and a private junior oil and gas exploration, development and production company formed for the purpose of acquiring, and subsequently enhancing, producing oil and gas properties primarily in Alabama and Mississippi.

Forward-Looking and Cautionary Statements

This material change report may include forward-looking statements including opinions, assumptions, estimates, the New Management Team's assessment of future plans and operations, and, more particularly, statements concerning the business strategy of the Company and the business plan of the New Management Team. When used in this document, the words "will," "anticipate," "believe," "estimate," "expect," "intent," "may," "project," "should," and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by the Company which include, but are not limited to, the timing of the receipt of the required regulatory approvals and the future operations of, and transactions completed by the Company. Forward-looking statements are subject to a wide range of risks and uncertainties, and although the Company believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will be realized. Any number of important factors could cause actual results to differ materially from those in the forward-looking statements including, but not limited to, regulatory and third party approvals not being obtained in the manner or timing anticipated by the Company, changes to laws, the ability to implement corporate strategies, the state of domestic capital markets, the ability to obtain financing, changes in general market conditions and other factors more fully described from time to time in the reports and filings made by the Company with securities regulatory authorities. Except as required by applicable laws, the Company does not undertake any obligation to publicly update or revise any forward-looking statements.

5.2 Disclosure for Restructuring Transactions

Not Applicable

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 Continuous Disclosure Obligations:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer Knowledgeable of Material Change:

Ian Atkinson
President and Chief Executive Officer
Telephone: (587) 287-5400

9. Date of Report: December 31, 2018