

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

Item 1 Name and Address of Company<sup>[L]
[SEPI]</sup>

Saturn Oil & Gas Inc. ("**Saturn**" or the "**Company**")
Suite 101 - 3239 Faithfull Avenue
Saskatoon, SK
S7K 8H4

Item 2 Date of Material Change

November 16, 2018

Item 3 News Release

A News Release was issued on November 16, 2018 and distributed through GlobeNewswire on November 16, 2018.

Item 4 Summary of Material Change

Saturn closed the brokered private placement financing (the "**Private Placement**") by issuing 8,333,333 units (a "**Unit**") at a price of \$0.24 per Unit and 8,333,333 common shares issued on a flow-through basis (a "**Flow-Through Share**") at a price of \$0.24 per Flow-Through Share for gross aggregate proceeds of \$4,000,000.00 Each Unit consists of one common share (a "**Common Share**") of the Company and one-half of a common share purchase warrant (a "**Warrant**") exercisable into one Common Share at a price of \$0.30 per Warrant for a period of 24 months from the closing date.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Saturn closed the brokered private placement financing by issuing 8,333,333 Units at a price of \$0.24 per Unit and 8,333,333 Flow-Through Shares for gross aggregate proceeds of \$4,000,000.00. Each Unit consists of one Common Share and one-half of a Warrant exercisable into one Common Share at a price of \$0.30 per Warrant for a period of 24 months from the closing date.

The Private Placement was brokered by Canaccord Genuity Corp. and Gravititas Securities Inc. (together "**the Agents**"). The Agents were paid a commission comprised of a cash fee equal to 7.3% of the gross proceeds plus the reimbursement of expenses and issued 7.3% of the total issue in Agents' Unit option warrants ("**Agents' Warrants**") and 5% of the total issue in Units. Each Agents' Warrant is exercisable into one Unit at a price of \$0.24 per Agents' Warrant for a period of 24 months from the date hereof.

All securities issued under the Private Placement and to the Agents, including securities issuable on exercise thereof, are subject to a hold period expiring four months and one day from the date of issuance.

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions

("MI 61-101"):

a) a description of the transaction and its material terms:

The Company announced a brokered private placement offering (the "**Offering**") of a maximum of \$6,500,000 in a combination of common shares issued on a flow-through basis (the "**Flow Through Shares**") and units (the "**Units**"), each Unit consists of one common share (a "**Common Share**") of the Company and one-half of one Common Share purchase warrant (a "**Warrant**") exercisable into one Common Share of the Company at a price of \$0.30 per Warrant for a period of 24 months from the closing date. Canaccord Genuity Corp. ("**Canaccord**") and Gravititas Securities Inc. ("**Gravititas**") were engaged to act as co-lead agents (collectively the "**Agents**").

The Company has also granted the Agents an option to sell additional Flow-Through Shares and Units on the same terms as the Offering to raise additional gross proceeds of up to \$2,000,000 (the "**Over-Allotment Option**").

Saturn announced that it has received \$4,000,000.00 from closing of the Offering on November 16, 2018.

b) the purpose and business reasons for the transaction:

The net proceeds will be used for drilling operations and potential land acquisitions.

c) the anticipated effect of the transaction on the issuer's business and affairs:

See #5(b) above. The drilling operations and land acquisitions will allow for the Company to take a significant step forward in developing its oil and gas assets and continue to develop its land package.

d) a description of:

i. the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Under the Private Placement, John Jeffrey, an officer and director of the Company, purchased 80,000 Units, Scott Newman, an officer and director of the Company, purchased 40,000 Units, Geoff Jones, an officer of the Company, purchased 22,250 Units, Justin Kaufmann, an officer of the Company, purchased 42,000 Units, Ivan Bergerman, a director of the Company, purchased 41,667 Units, and Simon Akit, a director of the Company, purchased 112,417 Units.

ii. the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

As a result of the issuance of the Units to John Jeffrey, Mr. Jeffrey has ownership and control, directly, of 2,788,000 Common Shares and 2,748,000 Warrants of the Company, representing approximately 1.22% of the issued and outstanding Common Shares of the Company on a non-diluted basis.

As a result of the issuance of the Units to Scott Newman, Mr. Newman has ownership and control, directly, of 873,333 Common Shares and 853,333 Warrants of the Company, representing approximately 0.38% of the issued and outstanding Common Shares of the Company on a non-diluted basis.

As a result of the issuance of the Units to Geoff Jones, Mr. Jones has ownership and control, directly, of 22,250 Common Shares and 11,125 Warrants of the Company, representing approximately 0.01% of the issued and outstanding Common Shares of the Company on a non-diluted basis.

As a result of the issuance of the Units to Justin Kaufmann, Mr. Kaufmann has ownership and control, directly, of 42,000 Common Shares and 42,000 Warrants of the Company, representing approximately 0.02% of the issued and outstanding Common Shares of the Company on a non-diluted basis.

As a result of the issuance of the Units to Ivan Bergerman, Mr. Bergerman has ownership and control, directly, of 125,000 Common Shares and 104,168 Warrants of the Company, representing approximately 0.05% of the issued and outstanding Common Shares of the Company on a non-diluted basis.

As a result of the issuance of the Units to Simon Akit, Mr. Akit has ownership and control, directly, of 571,084 Common Shares and 348,208 Warrants of the Company, representing approximately 0.25% of the issued and outstanding Common Shares of the Company on a non-diluted basis.

e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

A resolution of the board of directors of the Company authorized the Offering was passed on November 12, 2018.

f) A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

N/A

g) disclosure, in accordance with section 6.8, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction

i. that has been made in the 24 months before the date of the material change report:

N/A

- ii. **the existence of which is known, after reasonable enquiry to the issuer or to any director or officer of the issuer:**

N/A

h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

N/A

i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contain in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value of the securities to be distributed in the Offering nor the consideration to be received for those securities, in so far as the Offering involves the insiders, exceeds 25% of the Company's market capitalization

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

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Item 9 Date of Report

November 23, 2018