

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

NAME AND ADDRESS OF COMPANY

Pinedale Energy Limited
701 West Georgia Street, Suite 1500
Vancouver, British Columbia
V7Y 1C6

DATE OF MATERIAL CHANGE

December 18, 2018

NEWS RELEASE

A news release dated December 18, 2018 was disseminated through the facilities of Stockwatch and Market News Publishing Inc.

SUMMARY OF MATERIAL CHANGE

Pinedale Energy Limited provided a status update on its non-operated working interest properties situated in the Pinedale gas field area, southwest Wyoming and corporate activity, announced the appointment of Chris Schultze as a director of the Company and the resignation of Don Sharpe as a director of the Company, and provided information on the conversion of Class B shares into Class A common shares.

FULL DESCRIPTION OF MATERIAL CHANGE

Pinedale provided a status update on the Company's non-operated working interest properties situated in the Pinedale gas field area, southwest Wyoming and corporate activity.

Operations Update

On August 10, 2018, Pinedale provided an update summarizing 2018 development activity on its Pinedale properties. Pinedale has subsequently non-consented Authority for Expenditure ("AFE") requests to participate in the drilling and development of 2 wells, the Warbonnet 2B2-24D and Warbonnet 15B1-25D vertical well locations. Pinedale is currently not in receipt of any AFE's requiring an election response. There are no drilling rigs active on the Companies properties.

Directors

Pinedale announced the appointment of Mr. Chris Schultze as Director of the Company effective December 18, 2018. Mr. Schultze serves as the Company's Chief Operating Officer, is a professional geoscientist with over 25 years industry experience and has held senior management positions with numerous companies in the natural resource sector.

Mr. Don Sharpe has resigned as Director of the Company to pursue other interests. The Board of Directors thanks Mr. Sharpe for his past services and wishes him much success in his future endeavors.

Class B Conversion

In connection with a business combination with 0970831 B.C. Ltd. completed by the Company on May 31, 2017, the Company changed the identifying name of its common shares to Class A common shares, created Class B common shares (the “**Class B Shares**”) of the Company, and issued 95,770,904 Class B Shares of the Company. The Class B Shares are non-voting and each Class B Share is, on a pro rata basis, automatically converted into one Class A Share when the Company determines that upon such conversion the Company would have a sufficient percentage of Class A Shares in the “Public Float” (as that term is defined and such requirement is set out in the policies of the TSX Venture Exchange). The Class B Shares are not listed on the TSX Venture Exchange.

On June 26, 2017, 1,439,437 outstanding Class B Shares were converted into Class A common shares when the Company determined that upon the conversion, the Company met the Public Float requirements.

As a result of Mr. Sharpe’s resignation and as contemplated in the Company’s Articles 94,331,467 Class B Shares have been converted into Class A common shares (84,888,888 Class B Shares beneficially owned or controlled by Mr. Brad Windt and 9,442,579 Class B Shares beneficially owned or controlled by Mr. Don Sharpe) on the basis that upon such conversion the Company now has 18.6% of their issued and outstanding Class A common shares in the public float (the “**Class B Conversion**”). Pursuant to the Class B Conversion, there are now no Class B Shares issued and outstanding.

In connection with the Class B Conversion, Mr. Windt, c/o Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8 received 84,888,888 Class A common shares, representing approximately 75.48% of the issued and outstanding Class A common shares of the Company. Immediately prior to the Class B Conversion Mr. Windt owned and/or had control or direction over 6,288,945 Class A common shares of the Company representing approximately 34.67% of the issued and outstanding shares of the Company, on an undiluted basis. Following the Class B Conversion, Mr. Windt now owns, or has control or direction over, 91,177,833 Class A common shares, representing approximately 81.07% of the current issued and outstanding Class A common shares of the Company. The foregoing conversion has resulted in a 46.4% change in Mr. Windt’s ownership of Class A common shares on a non-diluted basis. Mr. Windt also owns and/or has control over a total of 833,333 warrants of the Company. If Mr. Windt were to exercise all of his warrants, he would then own and/or have control over 92,011,166 Class A common shares of the Company representing approximately 81.21% of the issued and outstanding Class A common shares of the Company, assuming that no further Class A common shares of the Issuer have been issued.

Mr. Windt has no present intention to dispose of or acquire further securities of the Company. Mr. Windt may, in the future, participate in financings and/or acquire or dispose of securities of the Company in the market, privately or otherwise, as circumstances or market conditions warrant.

A copy of the early warning report filed in connection with Mr. Windt’s shareholdings in Pinedale is available on SEDAR under Pinedale’s profile at www.sedar.com.

Also in connection with the Class B Conversion, Mr. Sharpe, c/o Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8 received 9,442,579 Class A common shares, representing approximately 8.39% of the issued and outstanding Class A common shares of the Company. Immediately prior to the Class B Conversion Mr. Sharpe owned and/or had control or direction over 1,250,754 Class A common shares of the Company representing approximately 6.89% of the issued and outstanding shares of the Company, on an undiluted basis. Following the Class B Conversion, Mr. Sharpe now owns, or has control of direction over, 10,693,333 Class A common shares, representing approximately 9.5% of the current issued and outstanding Class A common shares of the Company. The foregoing conversion has resulted in a 2.61% change in Mr. Sharpe's ownership of Class A common shares on a non-diluted basis. Mr. Sharpe also owns and/or has control over a total of 683,333 warrants of the Company. If Mr. Sharpe were to exercise all of his warrants, he would then own and/or have control over 11,376,666 Class A common shares of the Company representing approximately 10.05% of the issued and outstanding Class A common shares of the Company, assuming that no further Class A common shares of the Issuer have been issued.

Mr. Sharpe has no present intention to dispose of or acquire further securities of the Company. Mr. Sharpe may, in the future, participate in financings and/or acquire or dispose of securities of the Company in the market, privately or otherwise, as circumstances or market conditions warrant.

A copy of the early warning report filed in connection with Mr. Sharpe's shareholdings in Pinedale is available on SEDAR under Pinedale's profile at www.sedar.com.

RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

N/A

OMITTED INFORMATION

N/A

EXECUTIVE OFFICER

Brad Windt, President and CEO
Telephone: (604) 637-1337

DATE OF REPORT

December 19, 2018