

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Raise Production Inc. (“**Raise**” or the “**Company**”)  
2620 - 58<sup>th</sup> Avenue S.E.  
Calgary, Alberta T2C 1G5

**Item 2 Date of Material Change**

October 3, 2017

**Item 3 News Release**

A news release was disseminated by the services of Marketwired and filed on SEDAR on October 4, 2017.

**Item 4 Summary of Material Change**

Raise has entered into a distribution agreement with a major USA service provider, Endurance Lift Solutions, LLC (“**Endurance**”). Endurance will distribute and service the Company’s products exclusively in the Permian and Bakken basins. Endurance has agreed to pre-purchase inventory for the initial customer trials in various Permian locations.

The distribution agreement is effective as of October 3, 2017 and the Company will be conducting open houses in conjunction with Endurance in the Permian basin in October 2017.

**Item 5.1 Full Description of Material Change**

Raise has entered into a distribution agreement with a major USA service provider, Endurance. Endurance will distribute and service the Company’s products exclusively in the Permian and Bakken basins. Endurance has agreed to pre-purchase inventory for the initial customer trials in various Permian locations. Endurance currently has over 140 Master Service Agreements with exploration and production companies supported and serviced by 23 locations throughout the continental U.S.

The distribution agreement is effective as of October 3, 2017 and the Company will be conducting open houses in conjunction with Endurance in the Permian basin in October 2017.

Endurance, a privately held company, was created to pursue growth opportunities in the artificial lift space, and is complemented by other artificial lift-related businesses including Catalyst Artificial Lift, Multi Products Company and CDI Oilfield Services (Romania). Endurance is owned by funds managed by private equity firms Crestview Partners and B29 Investments.

**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**

Inquiries regarding the material change and this report may be directed to:

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President and Chief Executive Officer  
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**Item 9            Date of Report**

October 10, 2017