

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

PentaNova Energy Corp. (the "**Company**")
3123 – 595 Burrard Street, Vancouver, British Columbia, V7X 1J1

Item 2 Date of Material Change

August 8, 2017

Item 3 News Release

The news release was disseminated on August 9, 2017 via CNW news wire service.

Item 4 Summary of Material Change

The Company has closed its acquisition of Patagonia Oil Corp. and granted 22,187,500 stock options at \$0.80 each.

Item 5 Full Description of Material Change

The Company has closed its previously announced acquisition (the "**Acquisition**") of Patagonia Oil Corp. by way of Plan of Arrangement, including the acquisitions of the various oil and gas interests in Argentina by Patagonia, as described in the Company's news releases of July 24 and July 28. Pursuant to the Acquisition, the Company issued an aggregate of 35,625,000 units at \$0.80 per unit to the underlying vendors of the oil and gas assets, which units consist of one common share and one warrant, exercisable until July 31, 2022 at \$1.05 per share. The Company also issued 2,283,750 shares in payment of various finder's fees in relation to the Acquisition and the Patagonia assets, which shares are subject to a hold period expiring on December 9, 2017.

In connection with the closing, the \$16.5 million which was placed into escrow on closing of the Company's private placement of 20,625,000 subscription receipts at \$0.80 per subscription receipt has been released to the Company and the subscription receipts have automatically converted into units of the Company consisting of one common share and one warrant, exercisable until July 31, 2022 at \$1.05 per share.

The Company has also granted 22,187,500 stock options to various directors, officers, employees and consultants to the Company, exercisable at \$0.80 per share for a period of ten years.

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

Gregg Vernon, President
Telephone: 604.609.6110

Item 9 Date of Report

August 14, 2017