

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

Item 1 Name and Address of Company

Condor Petroleum Inc. (**Condor**)
Suite 2400, 144 - 4th Avenue SW
Calgary, Alberta T2P 3N4

Item 2 Date of Material Change

September 13, 2018

Item 3 News Release

A news release disclosing the material change was disseminated on September 13, 2018 through the services of GlobeNewswire.

Item 4 Summary of Material Change

In January 2017 Condor established, pursuant to a loan agreement (the **Loan Agreement**), a US\$10.0 million secured non-revolving credit facility (the **Facility**) with a single arm's length lender (the **Lender**). On September 13, 2018, certain terms of the Loan Agreement were amended pursuant to a first amending agreement (the **Loan Amending Agreement**).

All financial amounts in this Material Change Report are presented and stated in United States dollars ("US\$") or Canadian dollars ("CA\$").

Item 5.1 Full Description of Material Change

On September 13, 2018, certain terms of the Loan Agreement were amended pursuant to the Loan Amending Agreement.

Prior to the amendment of the Loan Agreement, the Facility was repayable in six quarterly payments of US\$1.25 million. Pursuant to the Loan Amending Agreement, the Facility is repayable in nine quarterly principal payments consisting of three payments of US\$0.1 million, followed by three payments of US\$0.9 million and then followed by three payments of US\$1.5 million. The first principal payment of US\$0.1 million plus interest is due on September 30, 2018 and the final scheduled principal payment plus interest is due September 30, 2020.

Pursuant to the Loan Amending Agreement, Condor's 100% owned subsidiary Marsa Turkey B.V. is no longer required to grant a pledge of its Poyraz Ridge's operating license as security for the Facility.

The terms of the Loan Agreement required mandatory prepayment of the outstanding principal of the Facility of half of the net proceeds from any sale of Condor's properties in Kazakhstan up to US\$5.0 million and subject to fees equal to 2% of any principal amount prepaid from February 1, 2018 to January 31, 2019 and 1% of any principal amount prepaid from February 1, 2019 to January 31, 2020. Pursuant to the Loan Amending Agreement, all of the net proceeds from any sale of Condor's properties in Kazakhstan shall be applied as a

prepayment of the outstanding principal of the Facility and subject to fees equal to 2% of the principal amount prepaid.

In conjunction with the Loan Amending Agreement, the Lender now holds warrants to purchase common shares of Condor at an exercise price of \$0.35 per share until December 31, 2021, which are all of the Condor warrants held by the Lender.

Pursuant to the Loan Amendment, Condor paid the Lender US\$75,000 in cash and issued the Lender 900,000 common shares at a deemed price of CA\$0.40 per share in satisfaction of a restructuring fee.

Item 5.2 Disclosure for Restructuring Transaction

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officers

Don Streu, President & Chief Executive Officer
Sandy Quilty, Vice President Finance & Chief Financial Officer
Telephone: (403) 201-9694

Item 9 Date of Report

September 19, 2018.