

FORM 51-102 F3
Material Change Report

1. Name and Address of Company

Condor Petroleum Inc.
#2400, 144 – 4th Ave SW
Calgary, AB Canada T2P 3N4

2. Date of Material Change

September 24, 2019

3. News Release

A news release setting out information concerning the material change described in this report was issued by Condor Petroleum Inc. (“Condor” or the “Company”) on September 24, 2019 and disseminated through the facilities of Globe News Wire and is available on SEDAR at www.sedar.com.

4. Summary of Material Change

Condor’s wholly owned subsidiary, Falcon Oil & Gas Ltd. (“Falcon”) has entered into a binding sale and purchase agreement (the “Sales Agreement”) to sell Falcon’s 100% interests in the Kazakhstan Shoba and Taskuduk production contracts and associated field equipment for US\$24.6 million. The Sales Agreement provides for the buyer (the “Buyer”) to pay an initial deposit of US\$3.8 million within 10 business days of signing the Sales Agreement, with the remaining amount due upon closing of the transaction.

The Buyer is a non-listed international oil and gas group. The transaction requires various consents from the Government of Kazakhstan and is subject to the satisfaction of certain commercial conditions that are customary for a transaction of this nature. The transaction is expected to close in the first quarter of 2020.

5. Full Description of Material Change

5.1 Full Description of Material Change

Condor’s subsidiary, Falcon, has entered into the binding Sales Agreement to sell Falcon’s 100% interests in the Shoba and Taskuduk production contracts and associated field equipment in Kazakhstan for US\$24.6 million.

The transaction requires various consents from the Government of Kazakhstan including but not limited to:

1. the consent of the Ministry of Energy of the Republic of Kazakhstan for the sale of the Shoba production contract and the Taskuduk production contract;
2. the consent issued by the Committee for the Regulation of Natural Monopolies, the Protection of Competition and Consumer Rights at the Ministry of National Economy of the Republic of Kazakhstan with respect to the acquisition by the Buyer of the Shoba production contract and the Taskuduk production contract; and
3. verification from the Ministry of Energy of the Republic of Kazakhstan that there are no registered pledge agreements with regards to the Shoba production contract and the Taskuduk production contract.

The Sales Agreement requires the Buyer to pay a US\$3.8 million deposit within 10 business days of signing the Sales Agreement with the remaining amount due upon closing of the transaction.

The completion of the transaction is dependent on the timing of the consents from the Government of Kazakhstan and the transaction is forecasted to be completed in the first quarter of 2020.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Don Streu, President and Chief Executive Officer of the Company, or Sandy Quilty, Vice President and Chief Financial Officer of the Company, are knowledgeable about the material change described herein and may be reached at 403-201-9694.

9. Date of Report

October 3, 2019