

FORM 51-102F3  
MATERIAL CHANGE REPORT

ITEM 1. **Reporting Issuer**

PetroMaroc Corporation (formerly, PetroMaroc Corporation plc)  
3000 – 77 King St W  
TD Centre, North Tower  
Toronto, Ontario M5K 1G8

ITEM 2. **Date of Material Change**

August 29, 2018

ITEM 3. **Press Releases**

Press release in the form of Schedule A attached hereto was disseminated on August 31, 2018, 2018 via CNW Newswire.

ITEM 4. **Summary of Material Change**

PetroMaroc Corporation (TSXV: PMA) (the "Company") has announced its corporate continuance out of the jurisdiction of Jersey, Channel Islands and into the Canadian federal jurisdiction under the *Canada Business Corporations Act*. The Company has also changed its name to "**PetroMaroc Corporation**".

ITEM 5. **Full Description of Material Change**

5.1 **Full Description of Material Change**

See Schedule A.

5.2 **Disclosure for Restructuring Transactions**

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 Officer**

The following officer of the Company may be contacted for further information:

Martin Arch  
Chief Financial Officer and Secretary  
Tel: +44 (0) 7722 491084

ITEM 9. **Date of Report**

This report is dated this 31st day of August, 2018.



## **PetroMaroc Continues under the Canada Business Corporation Act**

TORONTO, Canada, August 30, 2018. PetroMaroc Corporation (TSXV: PMA), (the "Company" or "PetroMaroc") is pleased to announce that the continuance of PetroMaroc under the Canada Business Corporations Act, approved by PetroMaroc's shareholders at the annual and special meeting of shareholders held on June 25, 2018, is now complete. The Company is now a Canadian federal company. Copies of the articles and certificate of continuance and By-Law No. 1 have been filed under the Company's profile at [www.sedar.com](http://www.sedar.com).

### **About PetroMaroc**

PetroMaroc Corporation is an independent oil and gas exploration company. PetroMaroc holds net profit interests in the Sidi Mokhtar licence (onshore Morocco), which the Company considers to be a committed long-term partner who will work to unlock the hydrocarbon potential of the Essaouira region. PetroMaroc is a public company and its common shares are listed on the TSX Venture Exchange under the symbol "PMA".

**Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.**

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of PetroMaroc in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933 (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration is available.*

For further information contact:

#### **PetroMaroc Corporation**

Martin Arch

Chief Financial Officer

Tel: +44 (0) 7722 491084