

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Raise Production Inc. ("**Raise**" or the "**Company**")
2620-58th Avenue S.E.
Calgary, AB T2C 1G5

2. Date of Material Change

February 1, 2013

3. News Release

A news release setting out information concerning the material change summarized in this material change report was disseminated through the facilities of Canada Newswire on February 1, 2013. A copy of the news release is attached to this material change report as Schedule "A" and forms a part of this material change report.

4. Summary of Material Change

On February 1, 2013, the Company announced that it had appointed Susan Scullion, CA, as its Chief Financial Officer, effective immediately. Additional information concerning the material change is set out in the news release attached as Schedule "A" hereto, which forms a part of this material change report.

5. Full Description of Material Change

On February 1, 2013, the Company announced that it had appointed Susan Scullion, CA, as its Chief Financial Officer, effective immediately. Additional information concerning the material change is set out in the news release attached as Schedule "A" hereto, which forms a part of this material change report.

6. Reliance on subsection 7.1(2) of NI 51-102

Not applicable.

7. Omitted Information

No information has been omitted from this material change report.

8. Executive Officer

For further information, please contact Eric Laing, President and Chief Executive Officer, Raise Production Inc., Tel: (403) 699-7675, email: elaing@raiseproduction.com.

9. Date of Report

February 4, 2013.

SCHEDULE "A"

NEWS RELEASE

(Attached)

For Immediate Release



Raise Production Inc. Announces Appointment

CALGARY, Alberta – February 1st, 2013 – Raise Production Inc. (TSX-V: RPC) ("Raise" or the "Company") is pleased to announce that **Susan Scullion, CA** has assumed the duties of **CFO** (Chief Financial Officer) effective immediately. Former CFO, Dean Martin, has resigned to pursue other interests.

Eric Laing, President and Chief Executive Officer commented,

"We are pleased that Susan has accepted the role of CFO at this critical time in the company's evolution, her experience and commitment will be invaluable as we progress from development to deployment and ultimately commercialization of our proprietary horizontal well production technology."

The company would also like to thank Mr. Dean Martin for his contributions and efforts over the last 18 months. The company management and board of directors wish him well in his future endeavors.

About Raise Production Inc.

The Company is an innovative oilfield service company that focuses its efforts on the production service sector, utilizing its patented products to enhance and increase ultimate production in both conventional and unconventional horizontal oil and gas wells.

For further information please contact:

Eric Laing, President and Chief Executive Officer

E-mail: elaing@raiseproduction.com

Susan Scullion, Chief Financial Officer

E-mail: sscullion@raiseproduction.com

Raise Production Inc.

2620-58th Avenue S.E.

Calgary, Alberta T2C 1G5

Tel: (403) 699-7675

Web site at: www.raiseproduction.com

This news release contains certain forward-looking statements. All statements, other than statements of historical fact, are forward looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from these anticipated in such statements.

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