

FORM 27

MATERIAL CHANGE REPORT

Section 67(1) of the *Securities Act* (British Columbia)

Section 118(1) of the *Securities Act* (Alberta)

Section 75(2) of the *Securities Act* (Ontario)

Section 73 of the *Securities Act* (Québec)

Item 1. Reporting Issuer:

The name and address of the reporting issuer is Petrobank Energy and Resources Ltd. ("Petrobank") with its principal and registered offices at 1605, 777 - 8th Avenue S.W., Calgary, Alberta T2P 3R5.

Item 2. Date of Material Change:

The material change occurred on June 14, 1999.

Item 3. News Release:

A press release reporting the material change was issued on June 15, 1999 through Canada NewsWire.

Item 4. Summary of Material Change:

Petrobank announced closing of \$4.25 million flow-through financing.

Item 5. Full Description of Material Change:

Petrobank announced that it had closed private placements of 1,544,046 flow-through common shares at \$2.57 per share for total proceeds of \$4,246,126. With this placement, Petrobank's total shares issued are 34,005,099. The funds raised will be used to finance Petrobank's ongoing exploration program. Agents for the offering were Loewen, Ondaatje, McCutcheon Limited, CIBC World Markets Inc. and Dundee Securities Corporation.

Item 6. Reliance on Section 118(2) of the *Securities Act*:

Not Applicable

Item 7. Omitted Information:

Not Applicable

Item 8. Senior Officers:

Kenneth R. McKinnon, Vice-President, Finance and Chief Financial Officer
Telephone: (403) 233-8581

Item 9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED June 18, 1999 at Calgary, Alberta.

**PETROBANK ENERGY AND
RESOURCES LTD.**

By: “Kenneth R. McKinnon”
Kenneth R. McKinnon,
Vice-President Finance and
Chief Financial Officer

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