

MATERIAL CHANGE REPORT

Item 1. Reporting Issuer:

Petrobank Energy and Resources Ltd.
2600, 240 - 4th Avenue SW
Calgary, AB T2P 4H4

Item 2. Date of Material Change:

September 11, 2003

Item 3. News Release:

A Press Release reporting the material change was issued by the Issuer on September 11, 2003, through CCN Matthews.

Item 4. Summary of Material Change:

Petrobank Energy and Resources Ltd. ("Petrobank") announced that it has entered into a bought deal financing agreement with an underlying syndicate composed of Tristone Capital Inc., FirstEnergy Capital Corp. and Haywood Securities Inc., to issue 2,777,778 flow-through common shares at \$3.60 per share, for gross proceeds of \$10.0 million.

Item 5. Full Description of Material Change:

Petrobank announced that it has entered into a bought deal financing agreement with an underlying syndicate composed of Tristone Capital Inc., FirstEnergy Capital Corp. and Haywood Securities Inc., to issue 2,777,778 flow-through common shares at \$3.60 per share, for gross proceeds of \$10.0 million.

The issue is subject to normal regulatory approvals and closing is expected to occur on or about September 24, 2003. The proceeds from the issuance will be used to facilitate Petrobank's exploration and development activities, including its expanded inventory of opportunities associated with the recently announced acquisition of Monolith Oil Corp.

Item 6. Reliance on Section 146(2) of the Securities Act (Alberta):

Not applicable

Item 7. Omitted Information:

Not applicable

Item 8. Senior Officer:

John D. Wright, President and Chief Executive Officer
Telephone: (403) 750-4400

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated as of September 12, 2003 at Calgary, Alberta.

Petrobank Energy and Resources Ltd.

By: Signed "*John D. Wright*"

Copy: Toronto Stock Exchange