

MATERIAL CHANGE REPORT

Section 75 of the *Securities Act* (Ontario)
Section 85 of the *Securities Act* (British Columbia)
Section 146 of the *Securities Act* (Alberta)
Section 84 of *The Securities Act, 1988* (Saskatchewan)
Section 73 of the *Securities Act* (Québec)
Section 81 of the *Securities Act* (Nova Scotia)
Section 76 of *The Securities Act, 1990* (Newfoundland and Labrador)

ITEM 1: REPORTING ISSUER

Hurricane Hydrocarbons Ltd. ("Hurricane")
Suite 1460
Sunlife Plaza, North Tower
140 – 4th Avenue S.W.
Calgary, Alberta T2P 3N3

ITEM 2: DATE OF MATERIAL CHANGE

December 18, 2002.

ITEM 3: PRESS RELEASE

Press releases were issued on November 29, 2002, December 13, 2002 and December 18, 2002 by Hurricane in Calgary, Alberta.

ITEM 4: SUMMARY OF MATERIAL CHANGE

On December 18, 2002, Hurricane announced the completion of the previously announced secondary public offering of its Class A common shares ("Common Shares") by Central Asian Industrial Holdings N.V. ("CAIH").

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

Hurricane announced on December 18, 2002 the completion of the previously announced secondary public offering of its Common Shares by CAIH. CAIH sold 8,800,000 Common Shares in the offering at a price of C\$13.85 (US\$8.90) per share. This included the underwriters' over-allotment option to purchase 800,000 shares which was exercised in full. CAIH's ownership has been reduced from 30% to 19%. Hurricane did not receive any proceeds from the offering.

The underwriters for the offering were CIBC World Markets Inc. and BMO Nesbitt Burns Inc.

Prior to the offering, CAIH had the right, under a shareholders' agreement with Hurricane (as described in Hurricane's annual information form), to have two representatives on Hurricane's board. Due to CAIH's reduction in ownership to 19% through the offering, it now has the right to only one representative on Hurricane's board. Accordingly, at the closing of the offering, Mr. Nurzhan Subkhanberdin, one of CAIH's representatives, resigned from Hurricane's board. Hurricane now has a six member board; however, management of Hurricane is contemplating adding another nominee to its proposed slate of directors for Hurricane's next annual meeting in May 2003.

ITEM 6: RELIANCE ON SUBSECTION 75(3) OF THE ONTARIO SECURITIES ACT OR EQUIVALENT PROVISIONS

Not applicable.

ITEM 7: OMITTED INFORMATION

Not applicable.

ITEM 8: SENIOR OFFICER

For further information contact Ihor P. Wasylikiw, Vice President Investor Relations, at (403) 221-8658.

ITEM 9: STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED the 20th day of December, 2002.

HURRICANE HYDROCARBONS LTD.

By: (signed) *Anthony R. Peart* _____
Anthony R. Peart
Senior Vice President, General Counsel
and Corporate Secretary