

FORM 51-102F3

**MATERIAL CHANGE REPORT UNDER
NATIONAL INSTRUMENT 51-102**

1. **Name and Address of Company**

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

2. **Date of Material Change**

October 26, 2005

3. **News Release**

A press release with respect to the material change referred to in this report was issued through Canada NewsWire on October 26, 2005 and filed on the system for electronic document analysis and retrieval (SEDAR) on October 26, 2005.

4. **Summary of Material Change**

On October 26, 2005 PetroKazakhstan announced that the plan of arrangement providing for the acquisition of PetroKazakhstan by 818 Acquisition Inc., a wholly owned indirect subsidiary of CNPC International Ltd. ("CNPCI"), was completed

5. **Full Description of Material Change**

PetroKazakhstan announced that the plan of arrangement providing for the acquisition of PetroKazakhstan by 818 Acquisition Inc., a wholly owned indirect subsidiary of CNPCI, was completed.

PetroKazakhstan's securityholders approved the transaction on October 18, 2005 and the Final Order regarding the arrangement was obtained from the Court of Queen's Bench of Alberta on October 26, 2005.

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

For further information contact Anthony R. Peart, Senior Vice President, General Counsel and Corporate Secretary of PetroKazakhstan at (403) 221-8425.

DATED this 27th day of October, 2005.