

MATERIAL CHANGE REPORT

SECURITIES ACT (BRITISH COLUMBIA) SECTION 85(1) FORM 27
SECURITIES ACT (ALBERTA) SECTION 118(1) FORM 27
THE SECURITIES ACT (SASKATCHEWAN) SECTION 84(1) FORM 25
THE SECURITIES ACT (MANITOBA)
SECURITIES ACT (ONTARIO) SECTION 75(2) FORM 27
SECURITIES ACT (QUEBEC) SECTION 73
THE SECURITIES ACT (NEWFOUNDLAND) SECTION 76(2) FORM 26
SECURITIES ACT (NOVA SCOTIA) SECTION 81(2) FORM 27
SECURITY FRAUDS PREVENTION ACT (NEW BRUNSWICK)
SECURITIES ACT (PRINCE EDWARD ISLAND)

1. Reporting Issuer

EnerMark Income Fund (“EnerMark”)
1900, 700 – 9th Avenue S.W.
Calgary, Alberta
T2P 3V4

2. Date of Material Change

December 21, 2000

3. Press Release

On December 21, 2000, at Calgary, Alberta, a news release was issued and disseminated respecting the change through Canada Newswire.

4. Summary of Material Change

On December 21, 2000, EnerMark acquired approximately 88.7% of the outstanding common shares of Cabre Exploration Ltd. (“Cabre”) pursuant to an Offer made November 29, 2000 by EnerMark to purchase all of the issued and outstanding common shares of Cabre.

5. Full Description of Material Change

On December 21, 2000, EnerMark acquired 17,603,858 common shares of Cabre, representing approximately 88.7% of the outstanding common shares of Cabre, pursuant to its Offer dated November 29, 2000. EnerMark issued a total of approximately 57,212,539 Trust Units and 17,603,858 Warrants to acquire Trust Units as payment for the Cabre shares acquired by EnerMark to date. Each Warrant is exercisable into one Trust Unit at an exercise price of \$4.59 at any time on or before December 17, 2001.

All of the prior directors of Cabre have resigned and been replaced with nominees of EnerMark. EnerMark appointees have also replaced the previous officers of Cabre.

In order to provide Cabre shareholders who did not tender to the Offer with an opportunity to do so, EnerMark has extended the expiry time of the Offer to 3:00 p.m. (Calgary time) on Monday, January 8, 2001. Upon completion of this extension and the expiry of the Offer, EnerMark intends to take all necessary steps to acquire any remaining Cabre shares that have not been tendered to the Offer.

6. Reliance on Section 118(2) of the Alberta Securities Act or Equivalent Section

N/A

7. Omitted Information

N/A

8. Senior Officers

Gordon J. Kerr, Senior Vice President of Financial Services and Chief Financial Officer and Christina S. Meeuwsen, Corporate Secretary, may be reached at (403) 298-2200.

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Calgary, Alberta this 28th day of December, 2000.

ENERMARK INCOME FUND

Per: "Gordon J. Kerr"
Gordon J. Kerr
Senior Vice President of Financial Services and
Chief Financial Officer

IT IS AN OFFENCE FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE SECURITIES ACT OR THE REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION