

Form 27

**MATERIAL CHANGE REPORT UNDER
SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)**

ITEM 1. REPORTING ISSUER

The full name of the reporting issuer is CHC HELICOPTER CORPORATION whose principal office is located at Hangar #1, St. John's Airport, P. O. Box 5188, St. John's, Newfoundland, A1C 5V5

ITEM 2. DATE OF MATERIAL CHANGE

The effective date of the material change herein reported is January 19, 2000.

ITEM 3. PRESS RELEASE

The press release issued pursuant to section 75(1) of the Securities Act (Ontario) was issued on January 19, 2000 at St. John's, Newfoundland.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The merger of CHC Helicopter Corporation's UK operations and Helicopter Services Group has been found by the UK Department of Trade and Industry not to be in violation of UK competition law.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

The merger of CHC Helicopter Corporation's UK operations with the UK operations of Helicopter Services Group AS ("HSG") has been determined by the Competition Commission and the UK Department of Trade and Industry to not be in violation of the Fair Trading Act 1973. The Competition Commission found that the merger does not operate against the public interest, and may not be expected to do so. The Competition Commission did not impose any restrictions on CHC.

The material change is also described in the press release dated January 19, 2000 attached hereto which is hereby incorporated herein by reference.

ITEM 6. CONFIDENTIAL REPORT

NOT APPLICABLE.

ITEM 7. OMITTED INFORMATION

No significant facts have been omitted from this report.

ITEM 8. SENIOR OFFICER

Jo Mark Zurel, Chief Financial Officer of CHC Helicopter Corporation, is the officer knowledgeable about the details of this material change report.

THE FOREGOING ACCURATELY DISCLOSES THE MATERIAL CHANGE REFERRED TO HEREIN, IN WITNESS WHEREOF THIS REPORT IS EXECUTED AT ST. JOHN'S, NEWFOUNDLAND THIS 28th DAY OF JANUARY, 2000.

Jo Mark Zurel (signed)
Chief Financial Officer

SCHEDULE A

PRESS RELEASE

Wednesday, January 19, 2000, St. John's, Newfoundland – CHC Helicopter Corporation ("CHC") (TSE: FLY.A and FLY.B; NASDAQ: FLYAF) is pleased to announce that the UK Department of Trade and Industry, and the Competition Commission have today cleared the merger of CHC's UK operations and those of Helicopter Services Group (HSG).

Craig L. Dobbin, Chairman and Chief Executive Officer stated "This decision by the commission clears the final hurdle thereby allowing CHC to fully integrate its UK subsidiaries and operate unencumbered to better serve its customers worldwide." Company President Sylvain Allard added "This cloud of uncertainty has been lifted and we are now in a position to maximize the benefits of the acquisition that made CHC the largest helicopter operator in the world."

In its report, the Competition Commission found that the acquisition by CHC of HSG does not operate against the public interest and may not be expected to do so. Accordingly, the commission did not impose any restrictions whatsoever on CHC. CHC Helicopter Corporation is the largest provider of helicopter transportation services in the world, with a combined fleet of 350 light, medium and heavy aircraft operating in 21 countries and approximately 2,800 employees worldwide.

For further information, please contact:

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