

**MATERIAL CHANGE REPORT UNDER SECTION 85(1)
OF THE SECURITIES ACT (BRITISH COLUMBIA)**

Item 1 - Reporting Issuer

JILBEY ENTERPRISES LTD. (the "Corporation")
488 Birchdale Avenue
Halifax, Nova Scotia
B3H 4E3

Item 2 - Date of Material Change

March 31, 1999

Item 3 - Press Release

Press Release issued on April 30, 1999, through Canadian Corporate News.

Item 4 - Summary of Material Change

The common shares started trading on a consolidated basis on the Montreal Exchange as of April 30, 1999.

As at March 31, 1999, the Corporation's name was changed from Jilbey Exploration Ltd. to **Jilbey Enterprises Ltd.**

Item 5 - Full Description of Material Change

On March 26, 1999, the shareholders of the Corporation approved the consolidation of the issued and outstanding common shares of the Corporation on the basis of five (5) common shares for one (1) new common share and the change of the Corporation's name from Jilbey Exploration Ltd. to **Jilbey Enterprises Ltd.**

The consolidation and change of corporate name are effective since March 31, 1999 and the common shares of the Corporation started trading on a consolidated basis on April 30, 1999.

Item 6 - Reliance on Section 85(2) of the Act

N/A

Item 7 - Omitted Information

N/A

Item 8 - Senior Officers

Mr. Daniel Whittaker, President
(902) 422-0028

Item 9 - Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

(S) Lavery, de Billy

Lavery, de Billy, General Partnership
Attorneys for Jilbey Enterprises Ltd.

Montreal, this 30th day of August, 1999.