FORM 27
Securities Act

MATERIAL CHANGE REPORT
UNDER

UNDER SECTION 67(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)
UNDER SECTION 118(1) OF THE *SECURITIES ACT* (ALBERTA)
UNDER SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)
UNDER SECTION 73 OF THE *SECURITIES ACT* (QUEBEC)
AND SIMILAR PROVISIONS OF OTHER PROVINCIAL SECURITIES LEGISLATION

ITEM 1 Reporting Issuer:

RYAN ENERGY TECHNOLOGIES INC.
Suite 1500, 530 - 8th Avenue S.W.
Calgary, Alberta
T2P 2V6

ITEM 2 Date of Material Change:

September 8, 1999

ITEM 3 News Release:

Press release regarding the material change, in the form attached hereto, was released on September 8, 1999, through BCE Emergis E-News Services.

ITEM 4 Summary of Material Change:

Ryan Energy Technologies Inc. (the "Corporation") has reached an agreement with FirstEnergy Capital Corp., Peters & Co. Limited and Goepel McDermid Inc. (the AUnderwriters@) to issue 1,725,000 Special Warrants at $4.35 each, for gross proceeds of $7.5 million. Each Special Warrant will be exchangeable for one common share at no additional cost, subject to adjustment in certain circumstances.

ITEM 5 Full Description of Material Change:

The Corporation has reached an agreement with the Underwriters to raise $7.5 million by way of a private placement of 1,725,000 Special Warrants at $4.35 per Special Warrant. Each Special Warrant will enable the holder thereof to exchange such Special Warrant for one common share, at no additional cost, at any time up until the first to occur of: (i) five days following the date upon which receipts for a final prospectus (the AProspectus@) have been obtained (the AClearance Date@); and (ii) the first anniversary of the Closing Date (the AExpiry Date@). Any Special Warrants not exercised prior to 4:30 p.m. (Calgary time) on the Expiry Date will be deemed to have been exercised immediately following such time without any further action on the part of the holder.

One-half of the gross proceeds from the issuance of the Special Warrants will be placed in escrow and will not be released to the Corporation until the first to occur of the Clearance Date, exercise of the Special Warrants and expiry of the repurchase right described below.

If receipts for the Prospectus are not received by the 90th day following closing of the issuance of the Special Warrants (the "Qualification Date"), each holder of Special Warrants in a province in which such receipt has not been obtained (or if receipt has not been obtained in the provinces of Alberta and Ontario, each holder of Special Warrants wherever situate) shall be entitled (i) at the option of the holder exercisable on or before 4:30 p.m. (Calgary Time) on the date that is five business days following the Qualification Date, to require the Corporation to repurchase the holder's Special Warrants for $4.35 plus 1.1 Common Shares for each two Special Warrants; or (ii) to receive thereafter on exercise or deemed exercise of Special Warrants 1.1 Common Shares per Special Warrant (in lieu of the one Common Share otherwise receivable) at no additional cost.

Underwriting Arrangements

The offering is being underwritten by FirstEnergy Capital Corp. as to 50%, Peters & Co. Limited as to 30% and Goepel McDermid Inc. as to 20% who will be paid a fee equal to 5% of the gross proceeds of the offering, payable on the closing date.

Use of Proceeds and Closing

The net proceeds from the Special Warrants will be used to fund expansion of the Corporation's fleet of electromagnetic (EM) equipment and "Fusion" drilling data management systems, possible acquisitions and for general corporate purposes.

Closing, which is expected to be on September 29, 1999, is subject to regulatory approval.

ITEM 6 Reliance on Section 118(1) of the *Securities Act* (Alberta), Section 67(1) of the *Securities Act* (British Columbia), Section 75(2) of the *Securities Act* (Ontario), Section 73 of the *Securities Act* (Quebec):

Not Applicable

ITEM 7 Omitted Information:

Not Applicable

ITEM 8 Senior Officers:

Richard T. Ryan, President and CEO
Paul A. Crilly, Senior Vice President, Finance and CFO
Ryan Energy Technologies Inc.
Telephone: (403) 269-5981

ITEM 9 Statement of Senior Officer:

The foregoing accurately discloses the material change referred to in this Report.

Dated at Calgary, Alberta, this 17th day of September 1999.

RYAN ENERGY TECHNOLOGIES INC.

By: "Signed"
Paul Crilly
Senior Vice-President, Finance and
Chief Financial Officer

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