MATERIAL CHANGE REPORT

1. **Reporting Issuer:**

   Nu-Sky Energy Inc. ("Nu-Sky")
   600, 505 - 8th Avenue S.W.
   Calgary, Alberta
   T2P 1G2

2. **Date of Material Change:**

   May 3, 1999

3. **Publication of Material Change:**

   May 3, 1999, via ISDN.

4. **Summary of Material Change:**

   Nu-Sky announced that it has filed with the Vancouver Stock Exchange, a Notice of Intention to Make a Normal Course Issuer Bid.

5. **Full Description of Material Change:**

   Nu-Sky intends to purchase, subject to the price at which the shares are available, the maximum allowable of ten percent of its public float of Common Shares. The public float of Nu-Sky, calculated in accordance with the Rules of the Vancouver Stock Exchange, is 8,391,975 Common Shares. Therefore, Nu-Sky intends to purchase up to 839,197 Common Shares in the next twelve months. Pursuant to the Rules of the Vancouver Stock Exchange the maximum number of Common Shares which may be purchased in any thirty day period is 167,839.

   All purchases of Common Shares by Nu-Sky will be effected through the facilities of the Vancouver Stock Exchange. The purchases and payment for the Common Shares will be made by Nu-Sky in accordance with the by-laws and rules of the Vancouver Stock Exchange. The price that Nu-Sky will pay for any Common Shares acquired by it will be the market price of the Common Shares at the time of acquisition. No purchases of Common Shares will be made by Nu-Sky other than by means of open market transactions during the period this normal course issuer bid is outstanding.

   At the present time Nu-Sky does not intend to purchase Common Shares at a price in excess of $0.25 per Common Share, however, Nu-Sky may in the future determine to pay in excess of $0.25 per Common Share if market conditions or the underlying value of Nu-Sky's shares change.

   The directors of Nu-Sky believe the underlying value of the Common Shares is not reflected in current market prices. The net asset value of Nu-Sky and the prevailing trading prices of comparable companies would indicate that Nu-Sky's stock is undervalued. The directors have thus concluded that the purchase of Common Shares under this normal course issuer bid is an appropriate use of Nu-Sky's funds and is in the best interests of Nu-Sky. The normal course issuer bid will increase the proportionate share interest in Nu-Sky of those shareholders who retain their Common Shares. All Common Shares purchased by Nu-Sky will be restored to the status of authorized but unissued shares, thereby increasing the respective proportionate share interest of all remaining shareholders on a pro rata basis. The normal course issuer bid also affords an increased degree of liquidity to those of Nu-Sky's shareholders who elect to dispose of their Common Shares.

6. **Reliance of Filing Provision:**

Not applicable.

7. **Omitted Information:**

Not Applicable.

8. **Senior Officer:**

Les Hofmeister
President
600, 505 - 8th Avenue S.W.
Calgary, Alberta
T2P 1G2
(403) 263-2153

9. **Statement of Senior Officer:**

The forgoing accurately discloses the material change referred to herein.

DATED at Calgary, Alberta on the 11th day of May, 1999.

NU-SKY ENERGY INC.

Signed: *"Les Hofmeister"*

Les Hofmeister, President & CEO