BC FORM 53-901F
(Previously Form 27)

SECURITIES ACT

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

1. Reporting Issuer

Catalina Energy Corp. (the "Issuer")
#611 – 675 West Hastings Street
Vancouver, BC
V6B 1N2

2. Date of Material Change

January 23, 2003

3. Press Release

Date of Issuance: January 23, 2003

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

The Issuer has closed a private placement for gross proceeds of $163,150.

The Issuer has amended the finder's fees paid in connection with the Issuer's $500,000 convertible debenture private placement completed in December 2002.

The Issuer has reached agreement with the holders of convertible debentures totalling $325,000 issued in June 2001.

5. Full Description of Material Change

The Issuer has closed a flow-through private placement for gross proceeds of $163,150. The Issuer has issued 1,255,000 Units. Each unit is comprised of one flow-through common share at a price of $0.13 per share and one-half non-flow-through share purchase warrant. One whole warrant will entitle the holder to purchase one additional common share at a price of $0.15 per share expiring January 21, 2005. The common shares issued and any common shares issued as a result of the exercise of the share purchase warrants will be subject to a hold period expiring May 22, 2003.

The Issuer has issued a total of 174,804 non-transferable Share Purchase Warrants as consideration for finders' fees payable in connection with the Private Placement. Each Share Purchase Warrant entitles the holder thereof to purchase one common share of the Issuer at a price of $0.14 per share expiring January 21, 2005. Common shares issued, as a result of the exercise of the Share Purchase Warrants will be subject to a hold period expiring May 22, 2003. The Issuer will pay a finder's fee in the amount of $12,236.25 to Golden Capital Securities Ltd.

in connection with the private placement. A corporate finance fee in the amount of $5,000 will be paid to Golden Capital Securities Ltd.

The Issuer has amended the finder's fees paid in connection with the Issuer's $500,000 convertible debenture private placement completed in December 2002. The number of share purchase warrants issued has been increased to 414,000. Each warrant entitles the holder to purchase one common share of the Issuer at a price of $0.10 exercisable for a period of two years. Any common shares issued as a result of the exercise of the share purchase warrants will be subject to a hold period expiring April 11, 2003. The cash portion of the finder's fee paid to Golden Securities has been reduced to $10,500 from $22,500. The Issuer has paid a corporate finance fee in the amount of $11,250 to Golden Capital Securities Ltd.

The Issuer has reached agreement with the holders of convertible debentures totalling $325,000 issued in June 2001 whereby the expiry date of the convertible debentures has been extended until December 21, 2003.

6. Reliance on Section 85(2) of the Act

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

For further information contact:

Ian E. Gallie
President
Telephone: (250) 598-9091

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 24th day of January, 2003.

CATALINA ENERGY CORP.

Per: *"Ian E. Gallie"*
Ian E. Gallie
President

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