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

July 14, 2003

3. Press Release

Date of Issuance: July 14, 2003

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

The Issuer reported drill results from two exploratory wells drilled in the Totnes area of south-western Saskatchewan. The Issuer also reported the purchase of Crown lands in Alberta.

5. Full Description of Material Change

The Issuer reported the following drill results from two exploratory wells drilled in the Totnes area of south-western Saskatchewan. The Issuer cased two wells directly above the Viking formation. The Viking formation was tested via underbalanced air drilling. The 10-21-27-18W3M flowed at a stabilized rate of 110 mcf/d of natural gas at a 220 psia flowing pressure from the Viking B sand formation. The operator has recommended frac'ing this zone to increase the gas production rate. The well will be flow-lined and tied-in immediately.

The second well in the Totnes area, the 2-29-27-18W3M, was tested and the Viking C formation was swab tested for 2 hours with an extrapolated rate of 30 barrels of 35^0 API oil per day. The operator has recommended placing a pump jack on the well and will commence pumping this week.

In addition to the Viking gas, and oil zones at Totnes, uphole natural gas shows in the Milk River and Colorado formations were noted in both wells. These wells will be production cased logged in approximately 2 weeks and once final well log evaluation is completed, a Milk River/Colorado well will be drilled to further test the natural gas potential of these formations.

In the Totnes area, the Issuer has an 8% working interest before payout of capital and a 12% working interest after payout in four and one-half sections of land and a 6.5% working interest before payout of capital and a 12.68% working interest after payout in two sections of land.

The Issuer has purchased one section of land prospective for shallow natural gas at the July 9th, 2003 land sale in Alberta.

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 17th day of July, 2003.

CATALINA ENERGY CORP.

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

IT IS AN OFFENCE UNDER APPLICABLE SECURITIES LAWS IN ALBERTA AND BRITISH COLUMBIA FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE APPLICABLE SECURITIES ACT OR SECURITIES REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.