

**MATERIAL CHANGE REPORT  
FORM 51-102F3**

**1. Reporting Issuer**

Catalina Energy Corp. (the "Issuer")  
10206 Fifth Street  
Sidney B.C. V8L 3Y1

**2. Date of Material Change**

June 19, 2009

**3. News Release**

**Date of Issuance:** June 19, 2009

**Place of Issuance:** Vancouver, British Columbia

**Method of Dissemination:** The material change was disclosed by the issuance of a News Release disseminated by Stockwatch and Market News Publishing Inc.

**4. Summary of Material Change**

The Issuer has arranged, subject to the acceptance of the TSX Venture Exchange, a non-brokered private placement to raise up to \$400,000 by the issuance of up to 16,000,000 units at a price of \$0.025 per unit.

**5. Full Description of Material Change**

The Issuer has arranged, subject to the acceptance of the TSX Venture Exchange, a non-brokered private placement to raise up to \$400,000 by the issuance of up to 16,000,000 units at a price of \$0.025 per unit. Each unit will consist of one common share and one-half of a share purchase warrant. One whole share purchase warrant will entitle the holder to purchase one common share at a price of \$0.05 per share during the first year and \$0.10 per share during the second year following the closing of the private placement. Finder's fees may be payable in cash, shares or warrants with respect to certain private placement subscribers and in accordance with the policies of the TSX Venture Exchange. Proceeds from the private placement will be used for general corporate purposes.

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

For further information contact:

Kim Phillips  
President  
Telephone: (604) 528-0613

**9. Date of Report**

DATED at Vancouver, British Columbia this 24th day of June 2009.

**CATALINA ENERGY CORP.**

Per: "Kim Phillips"  
Kim Phillips  
President

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