FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

Orleans Energy Ltd. (the "Corporation")
1250, 521 – 3rd Avenue SW
Calgary, Alberta
T2P 3T3

2. Date of Material Change:

February 24, 2005

3. News Release:

A press release dated February 24, 2005 was issued by Orleans on February 24, 2005 and disseminated through Canada NewsWire.

4. Summary of Material Change:

Orleans announced that it has closed the previously announced private placement for gross proceeds of $14 million. In total, 4,666,667 Common shares were issued at $3.00 each.

The underwriting syndicate was led by GMP Securities Ltd. ("GMP"), and Peters & Co. Limited and Tristone Capital Inc. The shares issued are subject to a hold period under applicable securities laws expiring June 25, 2005.

5. Full Description of Material Change:

Please see the attached Press Release.

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

N/A

7. Omitted Information:

N/A

8. Executive Officer:

For further information, please contact

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DATED: February 24, 2005, at Calgary, Alberta.