FORM 27

MATERIAL CHANGE REPORT

Section 118(1) of the *Securities Act* (Alberta)

Item 1. **Reporting Issuer:**

The name and address of the reporting issuer is Canop Worldwide Corp., ("Canop") with its principal and registered offices at Suite 300, 540 - 5th Avenue, S.W., Calgary, Alberta T2P 0M2.

Item 2. **Date of Material Change:**

The material change occurred on July 8, 1999.

Item 3. **News Release:**

A press release reporting the material change was issued on July 8, 1999 through Canadian Corporate News.

Item 4. **Summary of Material Change:**

Canop entered into an agreement on July 8, 1999 with Oakes, Fitzwilliams & Co. Limited of London, England in connection with the proposed private placement of 1,099,933 common shares a price of $0.60 (Cdn.).

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

Canop entered into an agreement on July 8, 1999 with Oakes, Fitzwilliams & Co. Limited of London, England in connection with the proposed private placement of 1,099,933 common shares a price of $0.60 (Cdn.). The private placement closed on July 8, 1999.

The proceeds of the private placement will be used for the acquisition and processing of seismic data on Canop's properties in Tanzania and for general corporate purposes.

Item 6. **<u>Reliance on Section 118(2) of the Securities Act</u>:**

Not Applicable

Item 7. **Omitted Information:**

Not Applicable

Item 8. **Senior Officer:**

John A. Habbishaw, President
Telephone: (403) 205-2526

Item 9. **Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

DATED this 8th day of July, 1999.

Canop Worldwide Corp.

By: "William H. Smith"
William H. Smith, Corporate Secretary

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