REPORT UNDER SECTION 118(1) OF THE *SECURITIES ACT* (ALBERTA)(FORM 27), SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)(FORM 27) AND SIMILAR PROVISIONS OF OTHER PROVINCIAL SECURITIES LEGISLATION

1. Reporting Issuer:

Gulfstream Resources Canada Limited
3465, 855 – 2nd Street S.W.
Calgary, Alberta, T2P 4J8

2. Date Of Material Change:

August 13, 2001

3. Press Release:

On August 14, 2001, at Huston, Texas, a news release was issued and disseminated.

4. Summary Of Material Change:.

On August 13, 2001, Anadarko Canada (International) Acquisition Corporation ("**Anadarko**"), an indirect wholly owned subsidiary of Anadarko Petroleum Corporation, received tenders for approximately 91% of the issued and outstanding common shares (the "**Gulfstream Shares**") of Gulfstream Resources Canada Limited ("**Gulfstream**") and Anadarko took-up and paid for each Gulfstream Share tendered pursuant to the offer dated July 6, 2001 (the "Offer"). Also on August 13, 2001, pursuant to the compulsory acquisition provisions of the *Business Corporations Act* (Alberta), Anadarko purchased all the remaining issued and outstanding Gulfstream Shares. Anadarko now owns 100% of the Gulfstream Shares.

5. Full Description Of Material Change:

On August 13, 2001, Gulfstream Shares representing approximately 91% of the outstanding Gulfstream Shares were tendered to Anadarko pursuant to the Offer. These shares were taken-up and paid for by Anadarko on the basis of $2.65 (Cdn.) cash for each Gulfstream Share tendered to the Offer. Anadarko acquired the remaining Gulfstream Shares pursuant to the compulsory acquisition provisions of the *Business Corporations Act* (Alberta).

On August 13, 2001, all of the directors of Gulfstream resigned and were replaced with nominees of Anadarko. Anadarko appointees have replaced previous officers of Gulfstream.

6. Reliance on Section 118(2) of the *Securities Act* (Alberta), Section 67(2) of the *Securities Act* (British Columbia), Section 75(3) of the *Securities Act* (Ontario), Section 74 of the *Securities Act* (Quebec), Section 81(3) of the *Securities Act* (Nova Scotia), or Section 76(3) of the *Securities Act* (Newfoundland):

Not Applicable.

7. Omitted Information:

Not Applicable

8. Senior Officers:

For further information contact:

Charlene A. Ripley
Vice President, General Counsel and Secretary

9. Statement Of Senior Officer:

The foregoing accurately discloses the material change referred to in this material change report.

DATED at Calgary, Alberta this 14th day of August, 2001.

Gulfstream Resources Canada Limited

"Charlene A. Ripley"

By: ________________________________
Charlene A. Ripley
Secretary

IT IS AN OFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATIONS FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION