# MATERIAL CHANGE REPORT

UNDER SECTION 67(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA) (FORM 27)
UNDER SECTION 118(1) OF THE *SECURITIES ACT* (ALBERTA) (FORM 27)
UNDER SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO) (FORM 27)
UNDER SECTION 73 OF THE *SECURITIES ACT* (QUEBEC)
AND SIMILAR PROVISIONS OF OTHER PROVINCIAL SECURITIES LEGISLATION

1. Reporting Issuer:

   Cordex Petroleums Inc.
   1801 Broadway, Suite 1540
   Denver, Colorado, USA 80202

2. Date Of Material Change: March 5, 1999

3. Press Release:

   On March 8, 1999 at Calgary, Alberta, a news release was issued and disseminated by Canada NewsWire.

4. Summary Of Material Change:

   On March 8, 1999, Cordex Petroleums Inc. ("Cordex") issued a press release, a copy of which is attached hereto as Schedule "A", announcing that it had not been able to reach a mutually acceptable arrangement with Bankers Trust of New York with regard to the disbursement of approximately US $13,600,000 in net proceeds from the sale of the company's oil and gas assets in Chile and Argentina to Genera SA., which closed on December 7, 1998. In addition, Cordex had identified approximately US $2,600,000 in claims by creditors. In the absence of an acceptable arrangement, Cordex applied on March 05, 1999 for court protection and related legal remedies under Part III of the *Bankruptcy and Insolvency Act* (Canada) and Chapter 11 of the *United States Bankruptcy Code* to protect its creditors and preserve value for its shareholders.

5. Full Description Of Material Change:

   Cordex has not been able to reach a mutually acceptable arrangement with Bankers Trust of New York with regard to the disbursement of approximately US $13,600,000 in net proceeds from the sale of the company's oil and gas assets in Chile and Argentina to Genera SA., which closed on December 7, 1998. An additional US $1,100,000 was withheld by the purchaser at the time of the closing. The company requested a written accounting from Bankers Trust of New York with regard to its claims which relate to various cash advances of approximately US $11,000,000, not including interest, dividends, "lump sum" or profit claims. The claims of Bankers Trust of New York include advances by a third party. In addition, Cordex has identified approximately US $2,600,000 in claims by creditors. In the absence of an acceptable arrangement, Cordex applied on March 05, 1999 for court protection and related legal remedies under Part III of the *Bankruptcy and Insolvency Act* (Canada) and Chapter 11 of the *United States Bankruptcy Code* to protect its creditors and preserve value for its shareholders. Cordex intends to continue negotiations to resolve all outstanding issues.

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) and Section 74 of the *Securities Act* (Québec):

   None

7. Omitted Information: None

8. Senior Officers:

   For further information contact Fred M. Strong, President of Cordex Petroleums Inc. at (416) 544-8366.

9. Statement Of Senior Officer:

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

DATED at Calgary, Alberta this 21st day of June, 1999.

**CORDEX PETROLEUMS INC.**

Per: (Signed)
Fred M. Strong
President

IT IS AN OFFENCE 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

**SCHEDULE "A"**

March 08, 1999

FOR IMMEDIATE RELEASE

**CORDEX PETROLEUMS INC.**

Cordex Petroleums Inc. (TSE-CZX.A) has not been able to reach a mutually acceptable arrangement with Bankers Trust of New York with regard to the disbursement of approximately US $13,600,000 in net proceeds from the sale of the company's oil and gas assets in Chile and Argentina to Genera SA., which closed on December 7, 1998. An additional US $1,100,000 was withheld by the purchaser at the time of the closing. The company has requested a written accounting from Bankers Trust of New York with regard to its claims which relate to various cash advances of approximately US $11,000,000, not including interest, dividends, "lump sum" or profit claims. The claims of Bankers Trust of New York include advances by a third party. In addition, Cordex Petroleums Inc. has identified approximately US $2,600,000 in claims by creditors. In the absence of an acceptable arrangement, Cordex Petroleums Inc. applied on March 05, 1999 for court protection and related legal remedies under Part III of the *Bankruptcy and Insolvency Act* (Canada) and Chapter 11 of the *United States Bankruptcy Code* to protect its creditors and preserve value for its shareholders. Cordex Petroleums Inc. intends to continue negotiations to resolve all outstanding issues.

For More Information Contact:

Fred M. Strong, President
Cordex Petroleums Inc.
(416)544-8366

*The Toronto Stock Exchange has neither approved nor disapproved of the information contained herein.*