

BIRCH MOUNTAIN RESOURCES LTD.
Suite 3100, Bow Valley Square II
205 - 5th Avenue S.W.
Calgary, Alberta T2P 2V7
Tel: (403) 262-1838
Fax: (403) 263-9888

ALBERTA SECURITIES COMMISSION
4th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta, T2P 3C4

**BRITISH COLUMBIA SECURITIES
COMMISSION**
P.O. Box 10142 Pacific Centre
701 West Georgia Street
Vancouver, British Columbia, V7Y 1L2

TSX VENTURE EXCHANGE INC.
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta, T2P 3C4

Dear Sirs:

Re: BIRCH MOUNTAIN RESOURCES LTD.
Material Change Report Under Section 146 of the *Securities Act* (Alberta) and Section 85 of the *Securities Act* (British Columbia)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of BIRCH MOUNTAIN RESOURCES LTD. (the "Corporation" or "Birch Mountain"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta) and Form 53-901F of the *Securities Act* (British Columbia). Concurrent with this filing, this letter is being filed with the TSX Venture Exchange Inc., being the only Exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

BIRCH MOUNTAIN RESOURCES LTD.
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Item 2 - Date of Material Change

The material change occurred on November 13, 2003.

Item 3 - Publication of Material Change/Press Release

A press release was issued on November 13, 2003.

Item 4 - Summary of Material Change

Birch Mountain has closed a non-brokered private placement of 3,175,564 units ("Units") at a price of \$0.30 per Unit.

Full Description of Material Changes

Birch Mountain has closed a non-brokered private placement of 3,175,564 units ("Units") at a price of \$0.30 per Unit, with a hold period expiring on March 14, 2004. Each Unit consists of one common share and one-half of one non-transferable common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$0.50 per share for a period of 12 months from closing. The net proceeds of approximately \$952,670 will be applied to on-going operations and to advance the limestone aggregate and quicklime business opportunity in the oil sands area of northeast Alberta.

Item 6 - Reliance on Section 146(2) of the Securities Act (Alberta) or Section 85(2) of the Securities Act (British Columbia)

Not applicable

Item 7 - Omitted Information

Not applicable

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Douglas J. Rowe, President and Chief Executive Officer, telephone (403) 262-1838.

Item 9 - Statement of a Senior Officer

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

DATED at Calgary, Alberta, this 14th of November, 2003.

Yours truly,

BIRCH MOUNTAIN RESOURCES LTD.

Per: "Donald L. Dabbs"
Donald L. Dabbs,
Vice-President and Chief Financial Officer