

BIRCH MOUNTAIN RESOURCES LTD.
300, 250 - Sixth Avenue S.W.
Calgary, Alberta T2P 3H7

ALBERTA SECURITIES COMMISSION

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

**SASKATCHEWAN FINANCIAL SERVICES
COMMISSION**

800-1920 Broad Street
Regina, Saskatchewan, S4P 3V7

ONTARIO SECURITIES COMMISSION

20 Queen Street West, Suite 1903
Toronto ON M5H 3S8

TSX VENTURE EXCHANGE INC.

10th 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

MANITOBA SECURITIES COMMISSION

1130 - 405 Broadway
Winnipeg MB R3C 3L6

AUTHORITE DES MARCHES FINANCIERS

Place de la Cité, tour Cominar
2640, boulevard Laurier, bureau 400
Sainte-Foy (Québec) G1V 5C1

Dear Sirs:

Re: BIRCH MOUNTAIN RESOURCES LTD. (the "Company")
Material Change Report

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 "Company" or "Birch Mountain"). For convenience, this letter is itemized in the same manner as Form 51-102F3 of National Instrument 51-102. Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

Item 1 - Name and Address of Company

BIRCH MOUNTAIN RESOURCES LTD.

300, 250 - Sixth Avenue S.W.
Calgary, Alberta T2P 3H7
Tel: (403) 262-1838
Fax: (403) 263-9888

Item 2 - Date of Material Change

The material change occurred on September 2, 2005.

Item 3 - News Release

A News Release was issued on September 2, 2005 via Canada News Wire.

Item 4 - Summary of Material Change

The Company has closed its previously announced equity financing.

Item 5 - Full Description of Material Change

A total of 9,000,000 common shares were issued at a price of \$4.00 per share for total gross proceeds of \$36,000,000. RBC Capital Markets led the underwriting syndicate that included TD Securities Inc., Acumen Capital Finance Partners Limited and Westwind Partners Inc.

Item 6 - Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Executive Officer

The name of a Executive 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
Fax: (403) 263-9888

Item 9 - Date of Report

This report is dated the 2nd day of September, 2005.