

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company:

First Calgary Petroleum Ltd.
900, 520 – 5th Avenue S.W.
Calgary, AB T2P 3R7

2. Date of Material Change:

May 31, 2004

3. News Release:

On May 31, 2004 at Calgary, Alberta, a news release was issued and disseminated through Canada NewsWire.

4. Summary of Material Change:

First Calgary provided an update with respect to operations in Algeria.

5. Full Description of Material Change:

First Calgary announced initial results from the drilling of ZCH-1, an exploration well located on FCP's 100% held Rhourde Yacoub Block 406a in Algeria. The well was drilled and logged to total depth of 864 metres. Wireline logs indicate the presence of 60 metres of net oil pay over multiple intervals with porosities ranging from 8 % to 20 %. In addition to the wireline logging, the results of a wireline formation testing programme also confirmed the presence of hydrocarbon saturated reservoirs with the recovery of light gravity oil. Production liner is currently being set to total depth in preparation for completion and production testing.

The Company's ZCH-1 well is located on the southeast portion of Block 406a. The well was drilled on a fault controlled structure identified using 2D seismic data. The Company will commence a multi-zone production test immediately after setting the production liner, lasting approximately 30 days.

Based on these results FCP has initiated a 630 km² 3D seismic programme to delineate the size of the structure and define both appraisal and further exploration drilling locations.

On completion of the 30 day production test, the drilling rig will move to the MZLN-1 location on FCP's Ledjmet Block 405b.

Update on Ledjmet Block 405b

The LEC-1 exploration well reached total depth of 4,437 metres. Logging is currently underway and is expected to be completed this week.

Production testing on the MLE-5 appraisal well is continuing, with results expected shortly.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer:

For further information contact Rick Anderson, President and Chief Executive Officer by telephone at (403) 264-6697 or by fax at (403) 264-3955.