

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

1. Reporting Issuer:

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

2. Date of Material Change:

June 2, 2005

3. News Release:

On June 2, 2005 at Calgary, Alberta, a news release was issued and disseminated through Canada NewsWire.

4. Summary of Material Change:

First Calgary Petroleums Ltd. ("FCP or the Company ") announces exploration success on Rhourde Yacoub Block 406a.

5. Full Description of Material Change:

FCP is pleased to announce that its ZCHW-1 well, drilled 9.6 km southwest of the FCP Sonatrach ZCH-1 discovery, has been cased as a potential oil and gas well. Wireline logs indicate the presence of 28 metres of net hydrocarbon pay over several formations within the Carboniferous and Upper Devonian.

Richard Anderson, President and Chief Executive Officer, commented, "FCP is pleased with the results of ZCHW-1 as they confirm the southwest extension of a structural trend which, from 3D seismic data, is mapped over more than 125 km² on Block 406a. The 3D seismic data and these drilling results indicate a large area to be prospective for further drilling on this trend."

Testing of the ZCHW-1 well will commence at a later date to coincide with other completions and testing operations.

FCP plans to commence drilling operations later this month on the exploration location at RTN-1, which is located 5.3 km north of the ZCH-1 well. RTN-1 will target a separate structure to both ZCH-1 and ZCHW-1.

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 Richard G. Anderson, President and Chief Executive Officer by telephone at (403) 264-6697 or by fax at (403) 264-3955.

9. Date of Report:

June 10, 2005