

COMPUTER MODELLING GROUP LTD.

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Computer Modelling Group Ltd.
150, 3553 - 31 Street N.W.
Calgary, Alberta T2L 2K7

Item 2: Date of Material Change

May 1, 2006

Item 3: Press Release

On May 1, 2006, a news release was issued and disseminated through CCN Matthews.

Item 4: Summary of Material Change

Computer Modelling Group Ltd. ("CMG") and Shell International Exploration and Production BV ("Shell") announced they had entered into a multi-year, two-phased joint research and development agreement (the "Agreement") to develop the next generation of reservoir simulation software.

The joint development project ("Project") brings together CMG, a global leader in reservoir modelling software development, with Shell, a major oil company and industry leader in reservoir simulation technology. CMG contributes an experienced, highly specialized, and industry recognized staff having significant software development capabilities. Shell brings its worldwide database of operational and subsurface knowledge and highly experienced reservoir simulation development staff.

Item 5: Full Description of Material Change

Shell and CMG announced they have entered into a multi-year, two-phased joint research and development agreement (the "Agreement") to develop the next generation of reservoir simulation software.

The Agreement paves the way for the development of a new class of large-scale, full-physics advanced reservoir simulators. The Project brings together CMG, a global leader in reservoir modelling software development, with Shell, a major oil company and industry leader in reservoir simulation technology. CMG contributes an experienced, highly specialized, and industry recognized staff having significant software development capabilities. Shell brings its worldwide database of operational and subsurface knowledge and highly experienced reservoir simulation development staff.

This next generation reservoir simulation software, as currently envisioned, will represent a step change in performance from current industry technology with respect to such things as flexibility, speed and accuracy, ease of use, adaptive techniques, general-purpose physics and chemistry, scope, and advanced scenario management.

The Project will be implemented in two phases. In Phase 1, CMG and Shell will determine the development specifications for such things as the software, the software architecture, and the resource requirements for Phase 2 software development execution. The terms of the Agreement commit the parties to Phase 1 with Phase 2 proceeding with the mutual agreement of CMG and Shell. CMG will have the exclusive rights to commercialize the jointly developed software and Shell will have unlimited software access for its internal use. CMG estimates that its funding commitment for Phase 1 will

approximate \$500,000 and that it will contribute a further \$2 million annually for its portion of the aggregate project costs during Phase 2. CMG anticipates that this Project will initially have a minimal impact on its revenues with the future potential being subject to the successful commercialization of the developed reservoir simulation software.

Computer Modelling Group Ltd. is a computer software technology and consulting company serving the oil and gas industry. CMG, recognized by oil and gas companies worldwide as a leading developer of reservoir modelling software, has sales and technical support services based in Calgary, Houston, London and Caracas. CMG is the leading supplier of advanced processes reservoir modelling software in the world with a blue chip client base of international oil companies and technology centres in 42 countries. CMG's common shares are listed on the Toronto Stock Exchange and trade under the symbol "CMG".

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

Not Applicable

Item 7: Omitted Information

No information has been omitted from this report on the basis that it is confidential.

Item 8: Executive Officer

For further information, please contact Mr. Kenneth M. Dedeluk, President and C.E.O. or Janet Taylor, Vice President, Finance and CFO at (403) 531-1300. For information on Computer Modelling Group Ltd., visit the Corporation's website at www.cmgl.ca.

Item 9: Date of Report

DATED at Calgary, Alberta the 9th day of May, 2006.