

MATERIAL CHANGE REPORT
Securities Act

Item 1 Reporting Issuer

Blue Power Energy Corporation, 56 Temperance Street, Fourth Floor, Toronto, Ontario M5H 3V5

Item 2 Date of Material Change

May 15, 2000

Item 3 Publication of the Material Change

Press Release issued at Toronto, Ontario on May 15, 2000

Item 4 Summary of Material Change

See copy of Press Release attached which fully described the material change.

Item 5 Full Description of Material Change

See copy of Press Release attached which fully described the material change.

Item 6 Report Filed on a Confidential Basis

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Senior Officers

Inquiries may be directed to Gordon R. Wilton, President of the Company

Item 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Toronto, Ontario
May 16, 2000

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Gordon R. Wilton, President

Blue Power Energy Corporation
56 Temperance Street
Fourth floor
Toronto, Ontario
M5H 3V5

The Company has agreed, in an arms length transaction, to sell all its oil and gas interests in southwestern Ontario, to a group based in London, Ontario, for \$64,000. The transaction is subject to shareholder approval at a meeting to be held July 5, 2000. The company has 3,828,123 shares outstanding. CDNX - BLU

Toronto, Ontario
May 15, 2000

Gordon R. Wilton
President
(416) 675-2494