MATERIAL CHANGE REPORT

1. Reporting Issuer:

Nycan Energy Corp. (the "Corporation")
1700, 633 - 6th Avenue S.W.
Calgary, Alberta, T2P 2Y5.

2. Date of Material Change):

March 10, 2003.

3. Publication of Material Change:

A press release was issued through the facilities of CNN Matthews on March 10, 2003.

4. Summary of Material Change:

The Corporation and APF Energy Inc. signed a Pre-Offer Agreement for APF Energy Inc. to make a take-over bid for all of the Corporation's common shares for cash consideration of $2.075 per share.

5. Full Description of Material Change:

The Corporation and APF Energy Inc. signed a Pre-Offer Agreement for APF Energy Inc. to make a take-over bid for all of the Corporation's common shares for cash consideration of $2.075 per share (the "Offer"). The Board of Directors of the Corporation unanimously approved the Pre-Offer Agreement and recommends acceptance of the APF offer by its shareholders. All of the Corporation's directors and officers, and some shareholders, have signed lock-up agreements agreeing to tender all of the Corporation's shares held by them or acquired prior to the closing of the Offer to the Offer. The number of shares under the lock-up total over 70% of the Corporation's issued shares. The Offer is subject to regulatory approval and other standard conditions.

6. Reliance on Confidentiality Provision:

Not applicable.

7. Omitted Information:

No significant facts have been omitted.

8. Senior Officers

Robert L. McPherson, President of the Corporation, is knowledgeable about the material change set forth herein and may be contacted by telephone at (403) 264-7377, by fax at (403) 266-6669 or by email at locke@nycanenergy.com.

9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

Dated at Calgary, Alberta this 12th day of March, 2003.

(signed) *Robert L. McPherson*
President
NYCAN ENERGY CORP.