FORM 53-901F
MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)

1. Reporting Issuer

Austin Developments
Suite 2833, 595 Burrard Street
Vancouver, British Columbia, V7X 1C4

2. Date of Material Change

December 27, 2006

3. Press Release

The Press Release dated December 27, 2006 was disseminated via Market News Publishing and Canada Stockwatch.

A copy of the news release is attached as Schedule "A".

4. Summary of Material Change

The Company closed the first tranche of the private placement announced on December 4, 2006.

5. Full Description of Material Change

For a full description of the material change, please see Schedule "A".

6. Reliance on Section 85(2) of the Act

Not Applicable

7. Omitted Information

Not Applicable

8. Senior Officers

Patrick Power, President
Declan Sweeney, Secretary
(604) 689-1799

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia on the 27th day of December, 2006.

AUSTIN DEVELOPMETS CORP.

Per:

"Patrick Power"
PATRICK POWER

Schedule "A"

AUSTIN DEVELOPMENTS CORP.
Suite 2833, 595 Burrard Street
Vancouver, British Columbia
V7X 1C4
Tel: (604) 689-1799
Fax: (604) 689-8199

December 27, 2006 **TSX Venture : AUL**

Austin Developments Corp. (the "Company") announces the closing of the first tranche of the private placement announced on December 4, 2006. The Company has issued a total of 1,515,000 flow-through units and 125,000 non flow-through units at a price of $0.20 per unit. Each unit consists of one common share without par value in the capital stock of the Company and one non-transferable share purchase warrant entitling the holder to purchase one additional common share without par value in the capital stock of the Company for a period of two years at a price of Cdn $0.22 per share. The shares and shares issued on the exercise of warrants will be subject to a hold period that will expire on April 23, 2007.

The Company paid a finder's fee to Canaccord Capital Corporation in the amount of $22,000 and 137,000 share purchase warrants that are exercisable into common shares at $0.22 per share for a two year term.

The proceeds of the private placement will be used to fund the acquisition of new oil and gas properties.

On behalf of the Board of Directors

AUSTIN DEVELOPMENTS CORP.

"Patrick Power"
Patrick Power
President and Director