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February 1, 2000

The Alberta Securities Commission
4th Floor, Stock Exchange Tower
300 - 5th Avenue S.W.
Calgary, Alberta T2P 3C4

VIA SEDAR

Ladies and Gentlemen:

Re: Mesquite Energy Inc.
Material Change Report

On behalf of Mesquite Energy Inc., we enclose a Material Change Report.

Sincerely,

JOHNSTON ROBINSON CLARK ANDERSON

"Marcia L. Johnston"

cc w/encl: British Columbia Securities Commission (via SEDAR)
The Canadian Venture Exchange (via SEDAR)
Scott St. John, Mesquite Energy Inc.

* Denotes Professional Corporation