Centurion Energy International Inc.
800 Bow Valley Square II
205 5th Avenue S.W.
Calgary, Alberta
T2P 2V7

September 8, 1999

Alberta Securities Commission
Continuous Disclosure
21st Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5

Ontario Securities Commission
Suite 800, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

Saskatchewan Securities Commission
8th Floor
1914 Hamilton Street
Regina, Saskatchewan
S4P 3V7

British Columbia Securities Commission
200 - 865 Hornby Street
Vancouver, British Columbia
V6Z 2H4

Manitoba Securities Commission
1128 - 405 Broadway
Winnipeg, Manitoba
R3C 3L6

Dear Sirs:

Re: Centurion Energy International Inc. - Material Change Report

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Centurion Energy International Inc. (the "Corporation"). This letter is itemized in the same manner as the form required by the *Securities Act* (Alberta), *Securities Act* (British Columbia), *Securities Act* (Saskatchewan), *Securities Act* (Manitoba) and *Securities Act* (Ontario).

Concurrent with this filing, this letter is being filed with The Toronto Stock Exchange, being the only exchange on which the Corporation's shares are listed.

Item 1 - Reporting Issuer

Centurion Energy International Inc.
800 Bow Valley Square II
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Calgary, Alberta
T2P 2V7

Item 2 - Date of Material Change

The material change occurred on or about September 3, 1999.

Item 3 - Publication of Material Change

A press release was issued on September 7, 1999 through the facilities of Canadian Corporate News.

Item 4 - Summary of Material Change

The Corporation announced that Delta Oil (UK) Limited ("Delta") has completed the acquisition of U.S.$3.8 million of the Corporation's previously issued U.S.$6.5 million Convertible Notes (the "Notes"). Delta has agreed to convert the Notes into 7,307,692 common shares of the Corporation. The Corporation has agreed to pay unpaid interest from April 1, 1999 and accelerated future interest to the term date of the Notes through the issuance of 778,691 common shares.

Item 5 - Full Description of Material Change

The Corporation announced that Delta Oil (UK) Limited ("Delta") has completed the acquisition of U.S.$3.8 million of the Corporation's previously issued U.S.$6.5 million Convertible Notes (the "Notes").

In conjunction with the purchase of the Notes, Delta has agreed to convert the Notes into 7,307,692 common shares of the Corporation at the current conversion price of U.S.$0.52 (Cdn$0.76) per common share. The conversion is expected to occur in the very near term. In consideration of Delta's early conversion of the Notes at the current conversion price, the Corporation has agreed to pay unpaid interest from April 1, 1999 and accelerated future interest to the term date of the Notes. Such interest will be paid through the issuance of 778,691 common shares on the date the Notes are converted. Following the conversion of the Notes and the issuance of the interest shares, Delta will hold approximately 16,200,000 common shares representing approximately 26.5% of the Corporation's total issued and outstanding share capital.

Item 6

Not applicable.

Item 7

Not applicable.

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Barry Swan, Vice-President, at (403) 263-6002

Item 9 - Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at the City of Calgary, in the Province of Alberta, this 8th day of September, 1999.

CENTURION ENERGY INTERNATIONAL INC.

Per: "signed"
Barry Swan
Vice-President

cc. The Toronto Stock Exchange
Quebec Securities Commission