

FORM 27
SECURITIES ACT
MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

ODIN INDUSTRIES LTD.
Suite 800, Macleod Place One
5920 Macleod Trail South,
Calgary, Alberta T2H 0K2

Item 2. Date of Material Change

February 29, 2000

Item 3. Press Release

February 29, 2000 - Calgary, Alberta

Item 4. Summary of Material Change

Please refer to the attached news release dated February 29, 2000.

Item 5. Full Description of Material Change

Please refer to the attached news release dated February 29, 2000

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

N/A

Item 7. Omitted Information

N/A

Item 8. Senior Officer

Mr. Cameron Jenkins, President & Chief Executive Officer
Telephone: (403) 292-0870

Item 9. **Statement of Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Calgary, Alberta this 29th day of February, 2000.

(signed) Cameron Jenkins
President and Chief Executive Officer