

FORM 27

Securities Act (British Columbia)

MATERIAL CHANGE REPORT UNDER SECTION 67(1) OF THE ACT

ITEM 1 - Reporting Issuer:

PROMAX ENERGY INC.
Suite 1600, 800 - 6th Avenue S.W.
Calgary, Alberta
T2P 3G3

ITEM 2 - Date of Material Change

December 5, 2003

ITEM 3 - News Release

December 5, 2003: The press release was issued through Canada Newswire.

ITEM 4 - Summary of Material Change

Promax Announces Resignation Of Richard Mellis From The Board Of Directors

ITEM 5 - Full Description of Material Change:

Promax Energy Inc. wishes to announce the resignation of Richard Mellis from the Board of Directors. Mr. Mellis has served on the Board of Directors since June 1999 and will continue as Vice President of Land and Manager of Safety and Environment for Promax on a contractual basis or until completion of the asset sale previously announced.

ITEM 6 - Reliance on Section 67(2) of the Act:

Not applicable.

ITEM 7 - Omitted Information:

Not applicable.

ITEM 8 - Senior Officers:

Alexander T. Lemmens, President and CEO

Randy Clark, Executive Vice President, CFO, and
Secretary-Treasurer

Telephone: (403) 261-8880

Telefax: (403) 261-8818

ITEM 9 - Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Calgary, Alberta this 5th day of December, 2003.

PROMAX ENERGY INC.

Per: ***“Alexander T. Lemmens”***

Alexander T. Lemmens
President and CEO