DEVLAN EXPLORATION INC.
1400, 333 - 5th Avenue S.W.
Calgary, AB T2P 3B6

ALBERTA SECURITIES COMMISSION
4th Floor, 300 – 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Executive Director

BRITISH COLUMBIA SECURITIES COMMISSION
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Director of Filings

ONTARIO SECURITIES COMMISSION
Suite 1903, 20 Queen Street West
Toronto, ON M5H 3S8
Attention: Executive Director

TORONTO STOCK EXCHANGE
3rd Floor, 130 King Street West
Toronto, ON M5X 1J2

Dear Sirs:

RE: DEVLAN EXPLORATION INC. (the "Corporation")
Material Change Report under National Instrument 51-102

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 51-102F3 of National Instrument 51-102. 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 currently listed.

Item 1 - Name and Address of Company

DEVLAN EXPLORATION INC.
1400, 333 - 5th Avenue S.W.
Calgary, AB T2P 3B6
Telephone: (403) 233-7778
Facsimile: (403) 261-3808

Item 2 - Date of Material Change

The material change occurred on March 1, 2005.

Item 3 - News Release

A news release was issued on March 1, 2005 on Canada Newswire.

Item 4 - Summary of Material Change

The Corporation closed the second tranche of its previously announced bought deal private placement.

Item 5 - Full Description of Material Change

The Corporation closed the second tranche of its previously announced bought deal private placement. At this closing, an aggregate of 523,257 common shares, issued as "flow-through shares" within the meaning of the *Income Tax Act* (Canada), at a price of $4.30 per share were issued for gross proceeds of $2,250,000.00.

The proceeds of this issuance will be used to fund the acceleration of Devlan's 2005 exploration drilling program.

The bought deal financing was concluded with a syndicate of underwriters led by Clarus Securities Inc. and including Dundee Securities Corporation, Maison Placement Canada Inc. and Dominick & Dominick Securities Inc.

Item 6 - Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Executive Officer

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

Bradley B. Porter
Telephone: (403) 233-7778
Facsimile: (403) 261-3808

Item 9 - Date of Report

This report is dated this 1st day of March, 2005.