

MATERIAL CHANGE REPORT

THE BRITISH COLUMBIA SECURITIES COMMISSION

1100, 865 Hornby Street
Vancouver, British Columbia
V6Z 2H9

Continuous Disclosure

THE ALBERTA SECURITIES COMMISSION

21 st Floor
10025 Jasper Avenue
Edmonton, Alberta
T5J 3Z5

Material Change

Re: Wellco Energy Services Inc.

This letter is intended to serve as a Material Change Report under Section 67 of the Securities Act (British Columbia) and Section 118 of the Securities Act (Alberta).

REPORTING ISSUER

The name and address of the Reporting Issuer is:

Wellco Energy Services Inc.
1510, 700 - Fourth Avenue, S.W.
Calgary, AB
T2P 3J4

The Reporting Issuer's principal office in Canada is located at:

1510, 700 - Fourth Avenue, S.W.
Calgary, AB
T2P 3J4

DATE OF MATERIAL CHANGE

November 26, 1999

PRESS RELEASE AND PUBLICATION OF MATERIAL CHANGE

On November 26, 1999, a press release was made through Stock Watch & Market News & George Cross.

FILING MATERIAL CHANGE WITH STOCK EXCHANGES

This material change report is being sent concurrently to the Canadian Venture Exchange.

SUMMARY OF MATERIAL CHANGE

The Reporting Issuer made an offer to acquire all of the issued and outstanding shares of Fairline Energy Services Inc. on the basis of 1.5 shares of the Reporting Issuer for each one share of Fairline Energy Services Inc.

FULL DESCRIPTION OF MATERIAL CHANGE

See attached press release

RELIANCE ON SECTION 67(2) OF THE SECURITIES ACT (BRITISH COLUMBIA) and SECTION 118(4) OF THE SECURITIES ACT (ALBERTA)

N/A

SENIOR OFFICERS

The name and business telephone number of a senior officer of the Reporting Issuer who is knowledgeable about the material change and this Material Change Report is:

Earl B. Lewis
Chief Financial Officer

(403) 232-6334

STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

Made at Calgary, Alberta, this 3 day of December, 1999.

"Earl B. Lewis"
Chief Financial Officer