FORM 51-102F3
Material Change Report

MATERIAL CHANGE REPORT UNDER SECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT NO. 51-102

Item 1. **Reporting Issuer**

Westchester Resources Inc.
56 Temperance Street, 4th Floor
Toronto, Ontario M5H 3V5

Item 2. **Date of Material Change**

A material change took place on May 19, 2004.

Item 3. **Press Release**

The attached press release was issued at Toronto, Ontario by Westchester Resources Inc. on May 19, 2004.

Item 4. **Summary of Material Change**

On May 19, 2004, Westchester Resources Inc. completed, subject to final TSX Venture Exchange approval, its private placement financing of 12,500,000 special warrants at a price of $0.45 per special warrant to raise gross proceeds of $5,625,000.

Item 5. **Full Description of Material Change**

Please see the attached press release of Westchester Resources Inc. which is hereby incorporated herein by reference.

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

The report is not being filed on a confidential basis.

Item 7. **Omitted Information**

No information has been omitted.

Item 8. **Executive Officer**

Mr. Pasquale DiCapo
President
Westchester Resources Inc.
The Exchange Tower
130 King Street West, Suite 2810
P. O. Box 47
Toronto, ON M5X 1A9

Item 9. **Date of Report**

DATED at Toronto, in the Province of Ontario, this 19th day of May, 2004.

WESTCHESTER RESOURCES INC.

Per: *"Pasquale DiCapo"*

Pasquale DiCapo

WESTCHESTER RESOURCES INC.

PRESS RELEASE

WESTCHESTER ANNOUNCES COMPLETION OF $5.6 MILLION OVERSUBSCRIBED PRIVATE PLACEMENT

TORONTO, ONTARIO, May 19, 2004 – **Westchester Resources Inc.** ("**Westchester**") (NEX:WSR.H) is pleased to announce that it has completed a private placement financing of 12.5 million special warrants at a price of $0.45 per special warrant for aggregate gross proceeds of $5,625,000. The offering was oversubscribed and increased from the $5.4 million announced previously. Each special warrant is exercisable, for no additional consideration, into one unit at any time after such exercise is permitted by the rules of the TSX Venture Exchange and prior to the earlier of September 20, 2004 and the date (the "**Approval Date**") that the common shares of Westchester have been approved for listing on Tier 2 of the TSX Venture Exchange. Each unit consists of one common share of Westchester and one-half of one share purchase warrant. Each whole share purchase warrant entitles the holder thereof to acquire one additional common share of Westchester at a price of $0.70 until September 19, 2005.

Jones, Gable & Company Limited acted as lead agent in the financing. The agents will receive a 7% cash commission as well as compensation options entitling them to acquire 875,000 units at a price of $0.45 per unit until September 19, 2005.

All of the proceeds of the financing will be held in escrow until the Approval Date unless such escrow is waived by a holder of special warrants and release of proceeds is approved by the TSX Venture Exchange. In the event that the Approval Date does not occur on or before September 19, 2004, Westchester will repurchase the special warrants that have not yet been exercised for cancellation at a price equal to $0.45 per special warrant together with interest earned thereon.

Westchester intends to use the proceeds of the financing to complete the acquisition of a 16% interest in the Sturgeon Lake South Property located in North-Central Alberta (the "**Acquisition**") and to explore and develop the properties that are subject to the Acquisition and to explore and develop certain other oil and gas properties located in Canada that are acquired by Aspen Group Resources Corporation ("**Aspen**") or Westchester prior to December 31, 2004 pursuant to a 50/50 joint venture agreement entered into by Westchester and Aspen (the "**Joint Venture**") dated April 19, 2004. Pursuant to the terms of the Joint Venture, Westchester and Aspen will share the costs of the Joint Venture equally. It is currently proposed that Aspen will act as the operator of the properties acquired by the Joint Venture. Westchester and Aspen are arm's length parties.

The Acquisition and Joint Venture transactions represent a change of business of Westchester from mineral exploration to the oil and gas sector. Reference is made to the Westchester press release dated April 28, 2004 for further details regarding these transactions.

Westchester's participation in the Joint Venture arrangements and the Acquisition with Aspen are subject to receipt of all required approvals of the TSX Venture Exchange. In addition, Westchester's participation in the Acquisition is subject to satisfactory due diligence and execution of a definitive agreement.

For further information please contact:

Pat DiCapo, President
Westchester Resources Inc.

Tel: (416) 860-1859
Fax: (416) 941-1090

Completion of the Acquisition and Joint Venture transactions referenced in this news release is subject to a number of conditions including but not limited to Exchange acceptance and disinterested shareholder approval. The transactions cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular and/or filing statement to be prepared in connection with the Acquisition and Joint Venture transactions referenced in this news release, any information released or received with respect to such transactions may not be accurate or complete and should not be relied upon. Trading in the securities of Westchester should be considered highly speculative.

Neither the TSX Venture Exchange nor NEX has in any way passed upon the merits of the proposed transactions and neither have approved or disapproved of the contents, adequacy or accuracy of this news release.