

MATERIAL CHANGE REPORT

UNDER SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA) (FORM 53-901F)
UNDER SECTION 146(1) OF THE *SECURITIES ACT* (ALBERTA) (FORM 27)
UNDER SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO) (FORM 27)

1. Reporting Issuer:

Endless Energy Corp.
1870, 540 - 5th Avenue S.W.
Calgary, AB T2P 0M2

2. Date Of Material Change: January 27, 2003

3. Press Release:

On January 27, 2003 at Calgary, Alberta, a news release was issued and disseminated.

4. Summary Of Material Change:

Endless Energy Corp. (the "Corporation") announced it has been granted an extension by the Province of Nova Scotia to February 28, 2003 in order to complete the acquisition of Nova Scotia Resources Limited ("NSRL").

5. Full Description Of Material Change:

The agreement to purchase the shares of "NSRL" from the Province of Nova Scotia dated November 4, 2002 terminated on December 31, 2002.

Effective January 21, 2003, the Corporation received and accepted a new NSRL share purchase offer from the Province of Nova Scotia with the following terms:

- (a) The purchase price is \$4,023,000;
- (b) Closing is conditional on the Corporation replacing the Province's \$17.5M guarantee to the Canada-Nova Scotia Offshore Petroleum Board for certain abandonment liabilities;
- (c) The closing date is February 28, 2003 or such earlier date as the Corporation can arrange the replacement of the Province's guarantee; and
- (d) The Province may negotiate with third parties for the sale of the NSRL shares or its underlying assets, but must give the Corporation a short notice period to close before the Province can enter into a binding agreement with any third party. The Corporation has the right within this notice period to close its purchase on these terms and conditions.

6. Reliance on Section 146(2) of the *Securities Act* (Alberta), Section 85(2) of the *Securities Act* (British Columbia) or Section 75(3) of the *Securities Act* (Ontario) :

Not applicable.

7. Omitted Information:

Nil.

8. Senior Officers:

For further information: D. Jon Axford, President, (403) 263-4292.

9. Statement Of Senior Officer:

The foregoing accurately discloses the material change referred to in this report.

DATED at Calgary, Alberta this 4th day of February, 2003.

ENDLESS ENERGY CORP.

Per: "D. Jon Axford"

D. Jon Axford
President

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* AND THE *SECURITIES REGULATION* FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE RULES THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION