

FORM 53-901F SECURITIES ACT (BRITISH COLUMBIA) MATERIAL CHANGE REPORT UNDER SECTION 85(1)
FORM 27 SECURITIES ACT (ALBERTA) MATERIAL CHANGE REPORT UNDER SECTION 146(1)

[NOTE: Every report required to be filed under the foregoing Acts shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".]

[NOTE: Where the report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL" and everything that is required to be filed shall be placed in an envelope addressed to the Commission marked "CONFIDENTIAL".]

Item 1. REPORTING ISSUER

Norwood Resources Ltd.
Suite 404, 815 Hornby Street
Vancouver, BC
V6Z 2E6

Telephone: (604) 642-6566

Item 2. DATE OF MATERIAL CHANGE

August 27, 2003

Item 3. PRESS RELEASE

The press release was made by the Issuer on August 27, 2003 and was released to the TSX Venture Exchange, being the only exchange upon which the shares of the Company is listed, and through various other approved public media.

Item 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced that it had arranged a non-brokered private placement of up to 3,026,000 units at a price of \$0.10 per unit to raise gross proceeds of up to \$302,600.

Item 5. FULL DESCRIPTION OF MATERIAL CHANGE

The Issuer announced that it had arranged a non-brokered private placement to raise up to \$302,600 by issuing up to 3,026,000 units at a price of \$0.10 per unit. Each unit will consist of one common share and one common share purchase warrant exercisable for the purchase of one additional common share at a price of \$0.12 for a period of 24-months from the close of the private placement.

The proceeds of the private placement will be used to vigorously pursue the lawsuit against EnCana Corporation (ECA.TO, ECA.NYSE) regarding the Bigfoot Prospect located in south Texas, and for working capital purposes.

The transaction is subject to regulatory approval and a portion of the placement may be subject to a finder's fee.

Item 6. RELIANCE OF SECTION 85(2) OF THE ACT

Not applicable.

Item 7. OMITTED INFORMATION

Not applicable.

Item 8. SENIOR OFFICERS

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Raymond Cahill – President
Bonnie Whelan – Secretary

Suite 404, 815 Hornby Street
Vancouver, BC
V6Z 2E6
Telephone: (604) 642-6566

Item 9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 28th day of August, 2003.

“Bonnie Whelan” (signed)
Bonnie Whelan, Secretary