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

June 7, 2004

Item 3. PRESS RELEASE

The press release was made by the Issuer on June 7, 2004 and was released to the TSX Venture Exchange, being the only exchange upon which the shares of the Issuer is listed, and through various other approved public media.

Item 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced that it had closed the transaction to acquire a 70% working interest in the Oklanicsa hydrocarbon concession located in Nicaragua from Consolidated Agarwal Resources Ltd. ("Agarwal").

Item 5. FULL DESCRIPTION OF MATERIAL CHANGE

The Issuer announced that it had closed the transaction to acquire a 70% working interest in the Oklanicsa hydrocarbon concession located in Nicaragua from Consolidated Agarwal Resources Ltd. ("Agarwal"). In consideration for the interest, the Issuer issued 7 million common shares (the "Shares") and 1.4 million common share purchase warrants (the "Warrants") exercisable at a price of $0.50 per share for a period of two years from the closing. The Shares and Warrants (collectively, the "Securities") issued pursuant to the transaction are subject to voluntary pooling restrictions for a two year period with 10% of the Securities being released from restrictions upon issuance of the Shares and Warrants, and 15% of the Securities being released from restrictions every four months thereafter. In addition, the Securities are subject to a four-month hold period and may not be traded prior to October 7, 2004.

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 8th day of June, 2004.

"Bonnie Whelan"

Bonnie Whelan, Secretary