FORM 27

MATERIAL CHANGE REPORT

1. Reporting Issuer:

Welwyn Energy Ltd.
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Calgary, Alberta T2P 0Z3

Telephone:(403) 263-5588
Facsimile: (403) 263-5515

(hereinafter referred to as "Welwyn" or the "Corporation")

2. Date of Material Change:

January 25, 2000

3. News Release:

A press release setting forth certain information relating to the material change described herein was issued, at Calgary, Alberta, on October 29, 1999.

4. Summary of Material Change:

Welwyn, a junior capital pool corporation, has signed two purchase agreements with 668344 Alberta Ltd. ("668344") and with 844529 Alberta Ltd. ("844529") and 656145 Alberta Ltd. ("656145"), for the purchase of all of the issued and outstanding securities of 668344 and for the purchase of certain oil and gas properties of 844529 and 656344 for a purchase price of $300,000 and $350,000 respectively.

5. Full Description of Material Change:

On January 25, 2000 the Corporation and 668344 entered in to a share purchase (the "Purchase Agreement") with respect to the purchase by Welwyn of all of the outstanding common shares of 668344 in exchange for common shares of Welwyn (the "Welwyn Shares"). The consideration shall be equal to $300,000 or such other value as determined by reference to the Financial Statements and an independent appraisal of the oil and gas properties of 668344 located in the Pembina area of Alberta and the Mica area of British Columbia and will be paid by the issuance of 1,200,000 common shares of Welwyn at a deemed price of $0.02 per common share.

668344 is a privately held oil and gas company, incorporated in September 1995 under the laws of the Province of Alberta and is engaged in the exploration, exploitation and development of oil and gas resources. 668344 has producing oil assets in the Genessee area of Alberta and the Mica area of British Columbia. 668344 also owns undeveloped, non-producing land and has a working interest in a shut in gas well at Mica.

On January 25, 2000, the Corporation also entered into a Purchase Agreement with respect to the purchase of a 15% interest held by 844529 and 656145 (the "Vendors") in the Viking oilfield at Bulwark ("Bulwark") for a purchase price of $350,000. Pursuant to a property purchase effective August 1, 1999, the Vendors had jointly acquired from Canadian Blackhawk Energy Inc ("Blackhawk"), a 30% interest in Bulwark. The purchase price is to be paid $125,000 in cash, $25,000 by the issuance of 100,000 common shares of the Corporation at an agreed price of $0.25 per share and $200,000 in assumption by Welwyn of revolving loans ("the Bank Loans") currently held by the Vendors. $350,000 will be allocated 80% to P&NG Rights and 20% to Tangibles. It is understood that the Vendors will be responsible for paying 34% of all capital expenditures between September 1, 1999 and August 31, 2001.

The Vendors have arranged for the financing of this transaction until Welwyn's Major Transaction (the "Closing") is completed. Once the Closing is completed, Welwyn will repay $125,000 plus interest to the Vendors at the same rate payable by the Vendors to Canadian Western Bank and will undertake to be responsible for $200,000 of the outstanding principal amount of the Bank Loans. Following the Closing, the Bank Loans principal and interest payments will be shared by the parties in proportion to the amount of the Bank Loans that each party is responsible for. Welwyn will use its reasonable best efforts to facilitate the transfer of all the obligations of the Vendors to Canadian Western Bank with respect to this $200,000 amount of the Bank Loans to Welwyn.

The Effective Date of this transaction will be August 1, 1999. Following the Closing all benefits, obligation, costs and rights of ownership shall be apportioned between the parties as of the Effective Date. The parties also agree to undertake to execute a Formal Agreement outlining the terms of an option by which Welwyn may purchase a greater percentage working interest in Bulwark either by paying for a portion of The Vendor's share of future capital expenditures, a cash payment, taking over responsibility for the balance of the Bank Loans or a combination of any of these.

844529 and 656344 are two privately held oil and gas companies incorporated September 1999 and May 1995, respectively, under the laws of the province of Alberta and are engaged in the exploration, exploitation and development of oil and gas resources.

The acquisition of the Bulwark property interest and 668344 are, on a combined basis, intended to qualify as a "Major Transaction" in accordance with the policies of the Alberta Securities Commission and The Canadian Venture Exchange. Neither of the proposed acquisitions are at arms length given that Messrs. Mark Hlady and Stephen Hope, directors and officers of Welwyn, are also directors and officers of 668344, that Mr. Terry O'Connor, the principal shareholder of 844529, is also a director of Welwyn and that Mr. Clint Stewart, the principal shareholder of 656145, is also a promoter of Welwyn.

6. Reliance on Section 118(2) of the *Securities Act* (Alberta)

N/A

7. Omitted Information:

N/A

8. Senior Officers:

For further information concerning the material change described herein, please contact the following:

Name	Business Telephone Number
Mr. Mark Hlady Chief Financial Officer Welwyn Energy Ltd.	(403) 263-5588

9. Statement of Senior Officer:

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

Dated at the City of Calgary, in the Province of Alberta, this 1st day of March, 2000.

WELWYN ENERGY LTD

Per: "Mark Hlady"
Mr. Mark Hlady
Chief Financial Officer