

FORM 27

**MATERIAL CHANGE REPORT
UNDER SECTION 118(1) OF THE SECURITIES ACT (ALBERTA)**

1. Reporting Issuer:

Welwyn Energy Ltd.
1900, 717 - 7th Avenue S.W.
Calgary, Alberta
T2P 0Z3

2. Date of Material Change:

June 28, 2000

3. News Release:

A press release was issued on July 4, 2000.

4. Summary of Material Change:

At the Annual General Meeting of the Shareholders of Welwyn Energy Ltd. ("Welwyn"), Messrs. Clint Stewart, Ken King, Ray Madison and George Campbell were elected as new directors of Welwyn. At the board meeting shortly after the AGM, George Campbell was elected the new Chief Operating Officer and Chief Financial Officer and Mr. Scott Reeves was elected the new Corporate Secretary of Welwyn.

5. Full Description of Material Change:

At the Annual General Meeting of the Shareholders of Welwyn Energy Ltd. ("Welwyn"), Messrs. Clint Stewart, Ken King, Ray Madison and George Campbell were elected as new directors of Welwyn. Ed Ringrose remained as a director of Welwyn, with Senai Kozak, Mark Hlady, Terry O'Connor and Stephen Hope, former directors, not standing for re-election. At the board meeting shortly after the AGM, George Campbell was elected the new Chief Operating Officer and Chief Financial Officer and Mr. Scott Reeves was elected the new Corporate Secretary of Welwyn. Ed Ringrose remained the President and Chief Executive Officer of Welwyn.

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

Not applicable.

7. Omitted Information:

No material information has been omitted from this report.

8. Senior Officers :

For further information, please contact George Campbell, Chief Financial Officer and Chief Operating Officer of Welwyn at (403) 263-5588.

9. Statement of Senior Officer:

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

Dated at Calgary, Alberta this 5th day of July, 2000.

WELWYN ENERGY LTD.

Per: _____

(signed) George Campbell
Chief Financial Officer and
Chief Operating Officer