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)

AND SIMILAR PROVISIONS OF OTHER PROVINCIAL SECURITIES LEGISLATION

1. Reporting Issuer:

Vision 2000 Exploration Ltd.
Suite 1205, 101 6th Avenue SW
Calgary, Alberta
T2P 3P4

2. Date of Material Change:

December 12, 2003

3. Press Release:

A press release was issued at Calgary, Alberta on December 12, 2003.

4. Summary of Material Change:

Vision 2000 Exploration Ltd. announced the completion of the southern Alberta component of Company's five well winter drilling program. The Vision et al Knappen 13-20-1-11 W4M well in which the Company holds a 60% interest has been cased for natural gas production. The Vision et al 1-33-1-11 W4M well in which the Company holds a 45% interest was abandoned after reaching total depth of 850 metres. The new well at Knappen is expected to add 50 barrels of oil equivalent per day of net production and increase the Company's overall production 30% to 215 barrels of oil equivalent per day. Completion and tie-in to the Company operated Knappen gas facility is expected by January 15, 2004.

5. Full Description of Material Change:

Vision 2000 Exploration Ltd. announced the completion of the southern Alberta component of Company's five well winter drilling program. The Vision et al Knappen 13-20-1-11 W4M well in which the Company holds a 60% interest has been cased for natural gas production. The well tested at a stabilized rate of 1.0 million cubic feet per day during a 71 minute flow period on a .625 inch choke at a flowing bottom hole pressure of 252 psi. The Vision et al 1-33-1-11 W4M well in which the Company holds a 45% interest was abandoned after reaching total depth of 850 metres. The new well at Knappen is expected to add 50 barrels of oil equivalent per day of net production and increase the Company's overall production 30% to 215 barrels of oil equivalent per day. Completion and tie-in to the Company operated Knappen gas facility is expected by January 15, 2004.

The three remaining wells in the Company's winter drilling program in central and west-central Alberta are expected to spud in the first quarter of 2004.

6. Reliance on Confidentiality Provision:

N/A

7. Omitted Information:

None.

8. Senior Officer:

David G. Conklin, President
(403)294-1177

9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Calgary, Alberta this 15th day of December, 2003.

Vision 2000 Exploration Ltd.

Per: (signed) "David Conklin"
David Conklin
President

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