MATERIAL CHANGE REPORT

Section 85(1) of the *Securities Act* **(British Columbia)**
Section 146(1) of the *Securities Act* **(Alberta)**

1. Reporting Issuer:

AltaCanada Energy Corp.
21st Floor, Hanover Building
101 – 6th Avenue SW
Calgary AB T2P 2P4

2. Date of Material Change:

September 17, 2002

3. Press Release:

The private placement was announced via a press release distributed on Canada Newswire on August 12, 2002. The attached Press Release was circulated via Canada Newswire on September 17, 2002.

4. Summary of Material Change:

AltaCanada Energy Corp. ("AltaCanada") has completed a private placement of 9,500,000 common shares at $0.30 per share to raise gross proceeds of $2,850,000. AltaCanada has also appointed Donald E. Foulkes as President and a member of its Board of Directors.

5. Full Description of Material Change:

On September 17, 2002 AltaCanada completed its private placement in reliance upon the prospectus exemptions contained in Multilateral Instrument 45-103. AltaCanada issued 9,500,000 common shares at a price of $.30 per share.

AltaCanada also appointed Donald E. Foulkes as President of AltaCanada. This appointment is effective as of September 17, 2002. Mr. Foulkes was also appointed as a member of AltaCanada's board of directors.

See attached Press Release.

6. Reliance on Section 146(2) of the Alberta Securities Act or other equivalent sections of provincial section legislation where this report is filed:

Not applicable.

7. Omitted Information:

No material information has been omitted from this Report.

8. Senior Officers:

For further information, please contact Ms. Marlene Sims, Vice-President, Corporate Affairs, at AltaCanada Energy Corp., 21st Floor, Hanover Building, 101 – 6th Avenue SW, Calgary AB T2P 2P4, telephone: (403) 265-9090.

9. Statement of Senior Officer:

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

DATED at Calgary, Alberta this 18th day of September, 2002.

AltaCanada Energy Corp.

Per: *"Marlene Sims"*
Marlene Sims
Vice-President, Corporate Affairs

PRESS RELEASE
September 17, 2002
TSX-VE SYMBOL: ANG

ALTACANADA ANNOUNCES FULLY-SUBSCRIBED $2.85 MILLION PRIVATE PLACEMENT AND MANAGEMENT APPOINTMENTS

CALGARY, ALBERTA — AltaCanada Energy Corp. ("AltaCanada"), a junior natural resource issuer listed on the TSX Venture Exchange, announced today that its recently announced private placement of $2.5 Million has been fully subscribed. The Company has issued a total of 9,500,000 common shares at $0.30 per share to raise gross proceeds of $2,850,000 to a broad base of subscribers in Canada and internationally. Commissions payable represent less than 0.1% of the total proceeds. The proceeds of the private placement will be utilized to fund the Company's presently defined 65-well exploration and development program in Donalda, Killam-Sedgewick, Rivercourse and in other selected areas, characterized primarily by natural gas targets and potential multi-zone completions with related low risk.

MANAGEMENT TEAM APPOINTMENTS

AltaCanada is pleased to announce the appointment of Donald E. Foulkes as President of the Company and a member of its Board of Directors. Mr. Foulkes has over 32 years of oil and gas experience in Canada, the United States and internationally. Mr. Foulkes, a professional geologist, has been a director and senior officer of exploration and production companies including Causeway Energy Corp. and Bushmills Energy Corp. "We are pleased to welcome Don to the executive team of AltaCanada Energy," said Charles Selby, Chairman and Chief Financial Officer. "Don's experience in the oil and gas industry brings ideas, demonstrated past performance, new investors and additional strength to the management team."

AltaCanada also announces the appointment of Marlene Sims as Vice-President, Corporate Affairs of the company. Ms. Sims has been Corporate Secretary of AltaCanada since its inception in late 1997. Her responsibilities encompass the legal, administrative, corporate and human resources areas of the company.

NEW CORPORATE BANKING ARRANGEMENTS

AltaCanada is pleased to report that it has accepted an offer of banking facilities offered by the Canadian Imperial Bank of Commerce. Under the terms of the new facility, effective September 1, 2002, AltaCanada had a $4 million revolving line of credit which will bear interest at the bank's prime rate plus 0.5% which was drawn at that time as to $2.4 million.

GRANTING OF STOCK OPTIONS

In conjunction with the closing of its private placement, and in recognition of the contributions of its management team, AltaCanada will grant to its directors, officers, employees and consultants incentive stock options to purchase up to 1,410,161 common shares at an exercise price of $0.30 per share, subject to final approval by the TSX Venture Exchange. Subject to the early termination provisions in the Company's stock option plan, the options will expire in September 2007 and will vest annually in equal amounts over a three-year period.

FOR FURTHER INFORMATION PLEASE CONTACT:

Charles V. Selby, Chairman and Chief Financial Officer or Marlene Sims, Vice-President, Corporate Affairs
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Telephone: (403) 265-9091; Fax: (403) 266-6100; Email: info@altacanada.com