

FORM 51-102F3

MATERIAL CHANGE REPORT

CONFIDENTIAL

Item 1 Name and Address of Company

The name of the reporting issuer is Echo Energy Canada Inc. (“the Issuer”). Its principal office is 596 Hamilton Road, Toronto, Ontario, N5Z-1S6.

Item 2 Date of Material Change

The material change occurred on October 18, 2005.

Item 3 News Release

A press release in connection with the material change was issued in Ontario on October 28, 2005. A copy of which as issued is annexed hereto as Schedule “A”.

Item 4 Summary of Material Change

The material change is summarized in the press release annexed hereto as Schedule “A”.

Item 5 Full Description of Material Change

A full description of the material change is provided in Item 4 herein.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

The Issuer is not relying on 7.1(2) or (3) of National Instrument 51-102 for the filing of this report nor is any information being omitted in reliance thereon.

Item 7 Omitted Information

No material information is being omitted from this report.

Item 8 Executive Officer

For further information with respect to this report, please contact Mr. Gary Conn, President of the Issuer, at: Telephone (416) 455-1846.

Item 9 Date of Report

DATED at Toronto, Ontario this 28th day of October, 2005.

Schedule "A"

PRESS RELEASE

October 28th, 2005



News Release

Listing and Symbol: TSX Venture Exchange (Tier 1) – “EEI”
Issued Common Shares: 51,599,515

TORONTO, CANADA – October 28, 2005 - Echo Energy Canada Inc. is pleased to announce that it has completed private placements of flow-through common shares to a number of investors for gross proceeds of approximately \$500,000 at an issue price of \$1.25 per share. The proceeds of the private placements will be used for eligible expenditures in connection with the further exploration of Echo’s gas leases in Bayham Township, in southwestern Ontario.

The private placements are subject to final acceptance by the TSX Venture Exchange. All shares issued under the private placements are subject to resale restrictions under applicable securities laws and the policies of the TSX Venture Exchange, which shall expire February 19, 2006.

About Echo Energy Canada

Echo Energy Canada is engaged in the exploration, development and production of natural gas on its gas leases situated near Port Burwell Ontario, Canada on the shores of Lake Erie. The company owns and operates its own natural gas pipeline and a compressor station and it holds gas and oil leases comprising approximately 50,000 acres in the area. Echo has 49 producing gas wells and an additional 21 wells which are either undergoing fracturing or awaiting fracturing.

Echo Energy Canada Inc. has equity interests in Echo Power Generation Inc. and Twenty Two Degree Energy Corp., which are involved in wind energy exploration projects in Ontario, near Lake Erie and near Lake Huron, respectively.

Information

Further information can be obtained by contacting Gary Conn, President and C.E.O., at: (519) 455-8127 or Joseph Fuda, Vice-President, at: Tel. (416) 364-6513 ext 227.

Please also visit our website at: www.echoenergycanada.com

Neither the TSX Venture Exchange nor any securities regulatory authority has approved or disapproved of the contents of this news release.

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The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.