

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102
MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102**

FILED VIA SEDAR

Item 1. Name and Address of Company

Echo Energy Canada Inc. (the "Company")
Suite 1910, 777 Bay Street, Toronto Ontario, M5G 2C8

Item 2. Date of Material Change

Material changes took place on April 27, 2009 and April 30, 2009.

Item 3. News Release

A news release dated April 27, 2009 with respect to the material changes referred to in this Report was issued in Toronto, Ontario, disseminated through Canadian News Wire, and SEDAR filed with the British Columbia, Alberta and Ontario Securities Commissions. A copy of this news release is attached to this Report as Schedule "A".

A news release dated April 30, 2009 with respect to the material changes referred to in this Report was issued in Toronto, Ontario, disseminated through Canadian News Wire, and SEDAR filed with the British Columbia, Alberta and Ontario Securities Commissions. A copy of this news release is attached to this Report as Schedule "B".

Item 4. Summary of Material Change

The material changes relate to:

- a.) the reserves report as at December 31, 2008 reporting a very significant decline in natural gas reserves, and
 - b.) a consequential a very significant write-down in the carrying value of oil and gas reserves as at December 31, 2008 ;
- which are fully described in the Company's press releases which are attached as Schedule "A" and Schedule "B" and incorporated herein.

Item 5. Full Description of Material Change

Full descriptions of the material changes are contained in the Company's press releases which are attached as Schedule "A" and Schedule "B" and incorporated herein.

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

The report is not being filed in reliance on section 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Charles Edey, President

Item 9. Date of Report

May 4, 2009

SCHEDULE "A"



Echo Energy Canada Inc.

News Release

Echo Energy Canada Inc. reserves report indicates reductions in oil and gas reserves

PRESS RELEASE – FOR IMMEDIATE RELEASE

Listing: TSX Venture Exchange ("EEI.V")
Issued Common Shares: 60,208,086

TORONTO, ONTARIO – APRIL 27, 2009: Echo Energy Canada Inc. (the "Company") is providing an update on the independent reserves assessment and evaluation of its oil and gas reserves effective December 31, 2008 (the "reserves report"). The reserves report was prepared by GLJ Petroleum Consultants Ltd., an internationally recognized leader in oil and gas asset evaluations, pursuant to recommendations of National Instrument 51-101 ("NI 51-101").

The reserve report received on Friday by the Reserve Committee and the Audit Committee of the Board of Directors of the Company reports highly significant declines in the valuation of reserves from the opening balance at the start of the year. Part of the reason for this discrepancy is the performance of the existing wells, and management is currently evaluating how to improve performance of the wells.

This report from GLJ Petroleum Consultants Ltd. enables the Company to fully comprehend its gross and net proved and probable reserves attributable to the property interests utilizing GLJ's customary methods and procedures and in accordance with standard industry practices and to estimate the future net revenue to be realized with respect to such reserves. The estimated reserves and future net revenues were determined in accordance with the requirements of NI 51-101 and the Canadian Oil and Gas Evaluation Handbook ("COGEH"), using forecast price and costs assumptions and were presented as required by Form 51-101F2.

This reserves report has caused Management to review the Company's impairment test for valuation of oil and gas properties and to clarify that this test restricts the net capitalized costs from exceeding an amount equal to the estimated undiscounted value of future net revenues from proven oil and gas reserves based on current forecasted prices and costs, after deducting estimated future operating expenses, income taxes and site restoration costs. Management has concluded that the impairment test will result in a

very significant write-down in the carrying value of oil and gas reserves as at December 31, 2008, and also noted that this will be partially offset by a significant favourable impact on the provision for future income taxes.

This revaluation of oil and gas reserves will also result in significant increases in the provision for depletion of oil and gas reserves and amortization of the gas gathering pipeline and compressor system in 2008 and future years.

Because of the potential impact on the bank borrowing base, Management has sent a copy of the reserves report to the bank. Management believes that the net cash flows from proved producing reserves forecasted in the new reserves report correspond with the previously reported estimate of the bank's independent engineer. However, Management is awaiting the bank's review and cannot at this time provide any assurance as to the bank's possible response.

About Echo Energy Canada Inc.

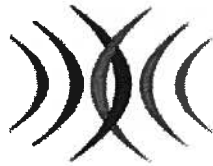
Echo Energy Canada Inc. is a publicly traded energy company with revenue producing natural gas production operations near Port Burwell Ontario, Canada on the shores of Lake Erie.

For further information, please contact: Charles Edey, President, at 1-877 396-3540.
chuck@echoenergycanada.com <http://www.echoenergycanada.com>

Statements in this news release that are not historical facts, including statements about plans and expectations regarding properties, reserves, transactions and opportunities, capital resources and future financial results are forward-looking. Forward-looking statements involve risks and uncertainties, which may cause the Company's actual results in future periods to differ materially from those expressed. These uncertainties and risks include changing gas and commodity prices and currency exchange rates, demand for gas, lack of success of future exploration and development, competition and other factors discussed from time to time in the company's filings with the Ontario Securities Commission.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

Schedule "B"



Echo Energy Canada Inc.

NEWS RELEASE

PRESS RELEASE – FOR IMMEDIATE RELEASE

Listing: TSX Venture Exchange ("EEI.V")
Issued Common Shares: 60,208,086

Echo Energy Canada Inc. annual information filings confirm significant declines in reserves

TORONTO, CANADA, April 30, 2009 – Echo Energy Canada Inc. (the "Company") today announced that it has filed the following disclosure documents:

- (1) Consolidated Financial Statements for the years ended December 31, 2008 and 2007;
- (2) Management's Discussion and Analysis for the year ended December 31, 2008;
- (3) The National Instrument 51-101, Standards of Disclosure for Oil and Gas Activities as of December 31, 2008;
- (4) Certification of Annual Filings filed under Multilateral Instrument 52-109.

These documents may be viewed at www.sedar.com.

The independent reserves assessment and evaluation of its oil and gas reserves effective December 31, 2008 (the "reserves report") was prepared by GLJ Petroleum Consultants Ltd., an internationally recognized leader in oil and gas asset evaluations, pursuant to recommendations of National Instrument 51-101 ("NI 51-101").

The reserve report reports a decline of 34,160 MMcf in the valuation of the proven plus probable reserves from the opening balance at the start of the year. Part of the reason for this discrepancy is the performance of the existing wells, and management is currently evaluating how to improve performance of the wells.

This report from GLJ Petroleum Consultants Ltd. enables the Company to fully comprehend its gross and net proved and probable reserves attributable to the property interests utilizing GLJ's customary methods and procedures and in accordance with standard industry practices and to estimate the future net revenue to be realized with respect to such reserves. The estimated reserves and future net revenues were determined in accordance with the requirements of NI 51-101 and the Canadian Oil and Gas Evaluation Handbook ("COGEH"), using forecast price and costs assumptions and were presented as required by Form 51-101F2.

This reserves report has caused Management to review the Company's impairment test for valuation of oil and gas properties and to clarify that this test restricts the net capitalized costs from exceeding an amount equal to the estimated undiscounted value of future net revenues from proven oil and gas reserves based on current forecasted prices and costs, after deducting estimated future operating expenses, income taxes and site restoration costs. As a result there was an impairment of \$31,560,000 recognized in 2008,

This revaluation of oil and gas reserves also resulted in significant increases in the provision for depletion of oil and gas reserves and amortization of the gas gathering pipeline and compressor system for 2008 and future years. The net impact was a significant loss which was partially off-set by a future tax recovery.

Because of the potential impact on the bank borrowing base, Management has sent a copy of the reserves report to the bank. Management believes that the net cash flows from proved producing reserves forecasted in the new reserves report correspond with the previously reported estimate of the bank's independent engineer. However, Management is awaiting the bank's review and cannot at this time provide any assurance as to the bank's possible response.

ECHO ENERGY CANADA INC.

[SIGNED]

Charles Edey, President

Further information can be obtained from Echo Energy Canada Inc. in London, contact CFO Peter Pistor at (519) 455-6061 or in Toronto, contact President Charles Edey at (416) 596-1848; by email at echo@echoenergycanada.com; or visit our website at www.echoenergycanada.com.

About Echo Energy Canada Inc.

Echo Energy Canada Inc. is a publicly traded energy company with revenue producing natural gas production operations near Port Burwell Ontario, Canada on the shores of Lake Erie.

Statements in this news release that are not historical facts, including statements about plans and expectations regarding properties, reserves, transactions and opportunities, capital resources and future financial results are forward-looking. Forward-looking statements involve risks and uncertainties, which may cause the Company's actual results in future periods to differ materially from those expressed. These

uncertainties and risks include changing gas and commodity prices and currency exchange rates, demand for gas, lack of success of future exploration and development, competition and other factors discussed from time to time in the company's filings with the Ontario Securities Commission.

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