COBRA VENTURE CORPORATION
2489 Bellevue Avenue
West Vancouver, B.C. V7V 1E1

ALBERTA SECURITIES COMMISSION
410, 300 - 5th venue S.W.
Calgary, Alberta, T2P 3C4

BRITISH COLUMBIA SECURITIES COMMISSION
P.O. Box 10142 Pacific Centre
701 West Georgia Street
Vancouver, British Columbia
V7Y 1L2

TSX VENTURE EXCHANGE
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta, T2P 3C4

Dear Sirs:

Re: Cobra Venture Corporation (the "Corporation")
Material Change Report

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta). Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

Cobra Venture Corporation
2489 Bellevue Avenue
West Vancouver, B.C.
V7V 1E1

Telephone: (604) 922-2030
Facsimile: (604) 922-3627

Item 2 - Date of Material Change

February 17, 2004

Item 3 - News Release

News Release issued on February 17, 2004.

Item 4 - Summary of Material Change

Cobra Venture Corporation ("Cobra") intends to convert and exchange 830,000 previously issued and outstanding Participating Redeemable Series A Preferred Shares of the Corporation ("Preferred Shares") having a stated value of $1.00 per Preferred Share into 1,106,667 common shares of the Corporation, at a deemed conversion and exchange price of $0.75 per common share.

Item 5 - Full Description of Material Change

Cobra Venture Corporation ("Cobra") intends to convert and exchange 830,000 previously issued and outstanding Participating Redeemable Series A Preferred Shares of the Corporation ("Preferred Shares") having a stated value of $1.00 per Preferred Share into 1,106,667 common shares of the Corporation, at a deemed conversion and exchange price of $0.75 per common share.

In connection therewith, the board of directors of Cobra believe that the Preferred Shares had become restrictive to the operations of the Corporation in view of the fact that the terms thereof impair the ability of the Corporation to sell or transfer the Corporation's assets without the consent of the holder or holders of the Preferred Shares. Also, as a result of changes in accounting policies, the Preferred Shares represent a liability on the balance sheet of the Corporation in view of the fact that the total amount of the dividends payable under the Preferred Shares was capped in an amount equal to the redemption value thereof, thereby resulting in a different balance sheet treatment than would normally be associated with more usual preferred shares. In addition, the deemed conversion price of $0.75 per common share represents a significant premium to the $0.50 closing trading price of the common shares of the Corporation, as traded on the TSX Venture Exchange Inc.

As a result of the transaction, Daniel B. Evans, President, Chief Executive Officer and a Director of the Corporation, will acquire an additional 503,334 common shares and David H. Evans will acquire 503,333 common shares. As a result of this transaction, Daniel B. Evans will own, directly or indirectly, 1,069,334 or approximately 13.4% of the issued and outstanding common shares of the Corporation and David H. Evans will own, directly or indirectly, 1,238,667 or approximately 15.76% of the issued and outstanding common shares of the Corporation on an undiluted basis.

The foregoing common shares are being acquired in the ordinary course of business for investment purposes and neither Daniel B. Evans nor David H. Evans has any present intent to increase their beneficial ownership, control or direction of the Corporation.

Cobra Venture Corporation is an emerging energy corporation focused on the acquisition and development of strategic oil and natural gas reserves in the Western Canada. Common shares of the corporation trade on the TSX Venture Exchange under the symbol CBV.

Item 6 - Reliance on Section 75(3) of the Securities Act

Not applicable.

Item 7 - Omitted Information

No omitted information.

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Daniel B. Evans
President, Chief Executive Officer
Telephone: (604) 922-2030
Facsimile: (604) 922-3627

Item 9 - Statement of a Senior Officer

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

DATED at Calgary, Alberta this 17th day of February, 2004.

Yours truly,

COBRA VENTURE CORPORATION

Per: ***"signed" Daniel B. Evans***
Daniel B. Evans
President