

MATERIAL CHANGE REPORT

UNDER SECTION 146(1) OF THE *SECURITIES ACT* (ALBERTA) (FORM 27)
AND UNDER COMPARABLE PROVISIONS OF OTHER PROVINCIAL SECURITIES LEGISLATION

1. Reporting Issuer:

TriLoch Resources Inc. ("TriLoch")

Address: 2200, 444 - 5th Avenue S.W.
Calgary, Alberta
T2P 2T8

2. Date of Material Change:

June 18, 2003

3. Publication of the Material Change:

News Release issued: June 18, 2003
CCN Matthews

4. Summary of Material Change:

TriLoch has entered into an agreement to issue, on a bought deal private placement basis, a minimum of 2,727,272 Class A Common Shares at a price of \$2.20 per share, for gross proceeds of \$6,000,000.

5. Full Description of Material Change

TriLoch has entered into an agreement, underwritten by Griffiths McBurney & Partners ("GMP") to issue, on a bought deal private placement basis, 2,727,272 Class A Common Shares at a price of \$2.20 per share, for gross proceeds of \$6,000,000.

Pursuant to the agreement, GMP has been granted an option to acquire up to an additional 909,090 Class A Common Shares at a price of \$2.20 per Class A Common Share for additional gross proceeds of \$2,000,000. The net proceeds from the sale of the Class A Common Shares will be used to finance TriLoch's ongoing development and exploration activity as well as for general corporate purposes.

Upon completion of the financing, TriLoch will have 16,194,752 Class A Common Shares (assuming the option to acquire additional shares is exercised by GMP) and 807,752 Class B Common Shares issued and outstanding.

This financing is subject to normal regulatory approval and closing is expected to occur on or about July 8, 2003.

6. Reliance on Section 146(2) of the *Securities Act*, Alberta (or similar provisions of the other jurisdictions where this report is being filed):

Not Applicable

7. Omitted Information:

Not Applicable

8. Senior Officer:

James N. McIndoe
President and COO
TriLoch Resources Inc.
2200, 444 - 5th Avenue S.W.
Calgary, Alberta
T2P 2T8

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

DATED at Calgary, Alberta on the 20th day of June, 2003.

TRILOCH RESOURCES INC.

Per: "Signed"

James N. McIndoe
President and COO

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