FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

Nabors Exchangeco (Canada) Inc. (the "**Corporation**")
2800, 500 - 4th Avenue S.W.
Calgary, Alberta
Canada
T2P 2V6

2. Date of Material Change:

May 26, 2009

3. News Release:

A press release disclosing the nature and substance of the material change was issued by the Corporation on May 26, 2009 through Canada NewsWire.

4. Summary of Material Change:

On May 26, 2009, the Corporation announced that it had established July 31, 2009 as the redemption date for all of the outstanding exchangeable shares of the Corporation and that 3064297 Nova Scotia Company had given notice of its intention to exercise its redemption call right to purchase all of the outstanding exchangeable shares on the redemption date.

5. Full Description of Material Change:

On May 26, 2009, the Corporation announced that its board of directors has established a redemption date in respect of all of the outstanding exchangeable shares of the Corporation at July 31, 2009.

In connection with the establishment of the redemption date, 3064297 Nova Scotia Company has given notice of its intention to exercise its redemption call right and, in accordance with that right, to purchase all of the outstanding exchangeable shares on the redemption date. In accordance with the exchangeable share provisions of the Corporation and related instruments, the redemption call purchase price will be satisfied by the delivery to holders of exchangeable shares of one share of common stock of Nabors Industries Ltd. for each exchangeable share held on the redemption date.

A formal notice of redemption and letter of transmittal for the surrender of certificates representing exchangeable shares will be sent to holders of exchangeable shares.

The exchangeable shares are listed on the Toronto Stock Exchange under the symbol NBX.U. The Corporation intends to apply to the Toronto Stock Exchange to voluntarily delist the exchangeable shares effective at the close of trading on the redemption date and to seek to cease to be a reporting issuer following the redemption date.

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

Not Applicable.

7. Omitted Information:

Not Applicable.

8. Executive Officer:

Inquiries in respect of the material change referred to herein may be made to:

George A. McHardy
Vice President
Nabors Exchangeco (Canada) Inc.
Telephone: (403) 263-6777

9. Date of Report:

May 26, 2009.