

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company:
PETROWORTH RESOURCES INC.
#601, 100 – 4th Avenue S.W.
Calgary, Alberta, T2P 3N2

ITEM 2 Date of Material Change: December 6, 2006

ITEM 3 News Release:

News release disseminated on December 6, 2006 through CCN Matthews.

ITEM 4 Summary of Material Change:

Petroworth signs a Memorandum of Understanding (MOU) with a Chinese Multi-National.

ITEM 5 Full Description of Material Change:

See Press Release attached.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102: N/A

ITEM 7 Omitted Information: N/A

ITEM 8 Executive Officer: Jim Trainor, Chief Financial Officer (416) 214 1551

ITEM 9 Date of Report: December 14, 2006