MATERIAL CHANGE REPORT

1. **Reporting Issuer:**

   Suntec Capital Inc. ("Suntec" or the "Company")
   3500, 205 – 5th Avenue SW
   Calgary, Alberta
   T2P 2V7

2. **Date of Material Change:**

   February 27, 2004

3. **News Release**

   A press release dated February 27, 2004 disclosing in detail the material summarized in this Material Change Report was issued by Burnet, Duckworth & Palmer LLP from Calgary, Alberta on February 27, 2004 and disseminated through the facilities of a recognized newswire service, which would have been received by the securities commissions in each jurisdiction where the Company is a "reporting issuer" and the stock exchange on which the securities of the Company are listed and posted for trading in the normal course of its dissemination.

4. **Summary of Material Change:**

   The current Board of Directors of the Company announced that it has appointed John R. Garden as a director to fill the vacancy created by the resignation of Mr. R. Steven Smith.

5. **Full Description of Material Change:**

   See attached Press Release.

6. **Reliance on Confidentiality Provisions:**

   Not Applicable

7. **Omitted Information:**

   Not Applicable

8. **Senior Officers:**

   For further information, please contact:

   Gene Moody
   3500, 205 – 5th Avenue SW
   Calgary, Alberta
   T2P 2V7

   Telephone: (403) 294-1101
   Facsimile: (403) 294-1137

9. **Statement of Senior Officer:**

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

DATED at the City of Calgary, in the Province of Alberta, this 27th day of February, 2004.

SUNTEC CAPITAL INC.

By: (signed) "*Gene Moody*"_______
Gene Moody
President and Chief Executive Officer

cc: TSX Venture Exchange

MEDIA RELEASE

SUNTEC CAPITAL INC.
ANNOUNCES NEW DIRECTOR

Symbol: SUI : TSX Venture **February 27, 2004**

Calgary, February 27, 2004 – Suntec Capital Inc. ("Suntec" or the "Corporation"), a capital pool company, is pleased to announce that John R. Garden has been appointed a director of Suntec. Mr. Garden has been appointed to fill the vacancy created by the resignation of Mr. R. Steven Smith as the Chief Financial Officer and a director of the Corporation. As a principal of a Calgary based investment dealer, Mr. Smith resigned on January 12, 2004 in order to comply with the TSX Venture Exchange policy that restricts the involvement of investment professionals with capital pool companies. Mr. John Ferguson has been appointed the Chief Financial Officer of Suntec in replacement of Mr. Smith.

In joining Suntec's board of directors, Mr. Garden brings with him over 25 years experience in drilling, completing and stimulating production from oil and gas wells. Mr. Garden is a principal in Deadeye Engineering Inc., a private company providing drilling and completions services to the oil industry. He has been an executive officer and a director of several private oil and gas exploration and production companies. Mr. Garden is also the President and CEO and a director of Festino Venture Corp. a capital pool company that has filed a preliminary prospectus in Alberta. Mr. Garden is a member of a number of professional associations, including the Association of Professional Engineers, Geologists and Geophysicists of Alberta, the Association of Professional Engineers and Geologists of Saskatchewan and the International Coil Tubing Association.

For more information, please contact:

Suntec Capital Inc.
3500, 250 - 5th Avenue S.W.
Calgary, Alberta
T2P 2V7

Attention: Gene Moody

Telephone: (403) 294-1101
Facsimile: (403) 294-1137
Email: Wessym@aol.com

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

(Not for dissemination in the United States of America)