FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Albion Petroleum Ltd. ("**Albion**")
#920, 1122 – 4th Street SW
Calgary, AB T2R 1M1

2. **Date of Material Change**

August 24, 2007

3. **News Release**

A press release was disseminated on August 24, 2007 via Marketwire.

4. **Summary of Material Change**

Albion's proposed qualifying transaction with CEP was terminated.

5. **Full Description of Material Change**

Albion Petroleum Ltd. ("**Albion**") is announcing that it received notice from CEP International Petroleum Ltd. ("**CEP**") that CEP is terminating its intention to proceed with the proposed qualifying transaction first announced on April 5, 2007. Trading in the shares of Albion will be reinstated for trading at the opening of business on Tuesday August 28, 2007, under the symbol ABP.P.

Albion is of the opinion that it has adequate funds to pursue other opportunities. As a result Albion will resume the process of identifying and evaluating businesses and assets with a view to completing a Qualifying Transaction. Trading in the securities of Albion should be considered highly speculative.

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

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The name and business number of the executive officer of Albion who is knowledgeable about the material change and this report is:

Colin Christensen – Director of Albion
Telephone: (403) 410-1303

Email: colin@boxxergold.com

9. **Date of Report**

August 27, 2007