

## **MATERIAL CHANGE REPORT**

Under Section 85(1) of the *Securities Act* (British Columbia) (the "BC Act")  
Under Section 118(1)(B) of the *Securities Act* (Alberta) (the "Alberta Act")  
Under Section 75(2) of the *Securities Act* (Ontario) (the "Ontario Act")

**Item 1. Reporting Issuer**

Echo Energy Canada Inc.  
1910-777 Bay Street  
Toronto, ON M5G 2C8

**Item 2. Date of Material Changes**

December 2, 2008 and December 4, 2008

**Item 3. Press Release**

A news release dated December 2, 2008 with respect to the material changes referred to in this Report was issued in Toronto, Ontario, disseminated through Canadian News Wire, and SEDAR filed with the British Columbia, Alberta and Ontario Securities Commissions. A copy of this news release is attached to this Report as Schedule "A".

A news release dated December 4, 2008 with respect to the material changes referred to in this Report was issued in Toronto, Ontario, disseminated through Canadian News Wire, and SEDAR filed with the British Columbia, Alberta and Ontario Securities Commissions. A copy of this news release is attached to this Report as Schedule "B".

**Item 4. Summary of Material Changes**

Results of the Shareholders Meeting held April 22, 2008 determines New Directors and Officers of the Company.

**Item 5. Full Description of Material Changes**

The results of the Annual and Special Meeting of Shareholders on April 22, 2008 were held awaiting the decision of The Honourable Mr. Justice Morawetz. The decision was handed down November 28, 2008 allowing certain shares to be voted which in turn determined the new Board of Directors. The new Board of Directors elected new Officers of the Company as announced December 4, 2008.

**Item 6. Reliance on Section 85(2) of the BC Act, section 118(2) of the Alberta Act and section 785(3) of the Ontario Act**

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Senior Officer**

The following senior officer is knowledgeable about the material changes and may be contact by the Commissions at the following telephone number:  
Charles Edey, President, COO and Director  
Tel. 416-596-1848

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material changes referred to herein.

**DATED** at Toronto, this 8<sup>th</sup> day of December, 2008.

**ECHO ENERGY CANADA INC.**

Per: \_\_\_\_\_

  
Charles Edey  
President, COO and Director

## Schedule "A"



**Echo Energy Canada Inc.**

### News Release

#### **Echo Energy Canada Inc. Announces Results of Annual and Special Meeting**

TORONTO, CANADA, December 2, 2008 – Echo Energy Canada Inc. (TSX-V:EEI.V) provided an update today regarding the Corporation's annual and special meeting of shareholders that was held on April 22, 2008 (the "Meeting"). The Meeting was conducted in accordance with directions (the "Directions") given by The Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice on April 20, 2008.

In accordance with the Directions, the outcome at the Meeting of the voting by shareholders on the election of directors for the ensuing year was not announced at the Meeting. This followed from a determination by the independent Chairman of the Meeting, The Honourable Sydney Robins, that, in light of the votes cast at the meeting, such outcome was dependent upon the ability of Challenge Gas Holding AB ("Challenge") to exercise the voting rights attached to its 11,016,618 common shares of Echo Energy Canada Inc. (the "Challenge Shares"). The Directions required that, in the circumstances, the results of the vote on the election of directors be announced by the independent Chairman once the Ontario Superior Court of Justice had released its decision whether Challenge could exercise the voting rights attached to the Challenge Shares.

On November 28, 2008, The Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice released his decision holding that the Challenge Shares were to be counted in the election at the Meeting of the directors of Echo Energy Canada Inc.

And in a letter dated December 1, 2008, the independent Chairman of the Meeting, The Honourable Sydney Robins, announced the results of the vote in respect of the election of directors of Echo Energy Canada Inc., so counting the Challenge Shares in the vote, with the result that the following individuals are elected the directors of Echo Energy Canada Inc.:

Andrew Brandt  
Charles Edey  
Joseph Fuda  
Salvatore Fuda  
Brian Monrad  
Oliver Nepomuceno  
Thomas M. Sheppard

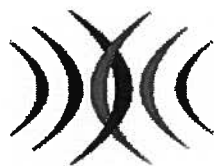
These individuals each assumed their role as a director of Echo Energy Canada Inc. upon the release by the independent Chairman of the results of the vote.

#### About Echo Energy

Echo Energy is a publicly traded energy company with revenue producing natural gas production operations near Port Burwell Ontario, Canada on the shores of Lake Erie.

Company Contact: Mr. Charles Edey, Echo Energy Canada Inc. (416) 596-1848 [credey@echopowerintl.com](mailto:credey@echopowerintl.com)  
<http://www.echoenergycanada.com>

*The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.*



**Echo Energy Canada Inc.**

**News Release**

**Echo Energy Canada Inc. Announces New Officers**

TORONTO, CANADA, December 4, 2008 – Echo Energy Canada Inc. (TSX-V:EEL.V) (the "Corporation") announced today that Gary Conn has been suspended as Chief Executive Officer and President and from all other offices of the Corporation which he may hold, effective from and after December 2, 2008. Accordingly, the Board of Directors on December 2, 2008, appointed Charles Edey, who was elected to the Board of Directors of the Corporation on December 1, 2008, to be the President and Chief Operating Officer of the Corporation, and Joseph Fuda, also a director of the Corporation, to be the Chief Executive Officer of the Corporation. Charles Edey has over 30 years experience in the energy industry. Joseph Fuda was previously a Vice-President of the Corporation and is also a senior officer and director of a number of other energy related companies.

Further, the Board of Directors reinstated Salvatore Fuda, a director of the Corporation, to his position as Chairman of the Board of Directors of the Corporation.

**About Echo Energy**

Echo Energy is a publicly traded energy company with revenue producing natural gas production operations near Port Burwell Ontario, Canada on the shores of Lake Erie.

Company Contact: Chuck Edey, President and Chief Operating Officer, Echo Energy Canada Inc., telephone: (416) 596-1848, e-mail: [cedey@echopowerintl.com](mailto:cedey@echopowerintl.com), website: [www.echoenergycanada.com](http://www.echoenergycanada.com)

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