

**FORM 53-901F
FORM 27 (BRITISH COLUMBIA and ALBERTA)**

SECURITIES ACT

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES
ACT (BRITISH COLUMBIA) AND SECTION 118 (1) OF THE SECURITIES
ACT (ALBERTA)**

Item 1. Reporting Issuer

The full name, address, telephone number and the principal office in Canada of the Reporting Issuer is;

Richco Investors Inc.
Suite 900 –789 West Pender Street
Vancouver, British Columbia V6C 1H2
Telephone: (604) 689-4407

Item 2. Date of Material Change

July 11, 2007

Item 3. Press Release

A press release issued pursuant to Section 85(1) of the Act announcing the material change summarized below was transmitted for filing via Sedar and for additional dissemination to Canada Stockwatch and Market News Publishing, Inc. on July 12, 2007.

Item 4. Summary of Material Change

The Company advises that it has now filed on SEDAR its audited and interim financial statements.

Item 5. Full Description of Material Change

See attached.

Item 6. Reliance on Section 85(2) of the Act

This Report is not being filed on a confidential basis in reliance on Section 85(2) of the Act.

Item 7. Omitted Information

No information has been omitted from this Report on the basis that the Reporting Issuer believes that such information should remain confidential.

Item 8. Senior Officers

The name and business telephone number of a senior officer of the Reporting issuer who is knowledgeable about the material change and this report is:

Robert Smiley, President
Richco Investors Inc.
Telephone: (604) 689-4407

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, as of the 12th day of July, 2007.

“Robert Smiley”

Robert Smiley, President
RICHCO INVESTORS INC.

RICHCO INVESTORS INC.

Suite 900-789 West Pender Street
Vancouver, B.C. V6C 1H2

Telephone: (604) 689-4407
Fax: (604) 408-8515

July 12, 2007

FINANCIALS FILED

Richco Investors Inc. (the "Company") advises that the Company's audited annual financial statements for the year ending December 31, 2006 and the unaudited interim financial statements for the 1st. quarter ended March 31, 2007 have been filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") and are available at <http://www.sedar.com>.

The Company has also requested the British Columbia Securities Commission to remove the Management Cease Trade Order in connection with the Company's failure to file its financial statements within the required time limits.

RICHCO INVESTORS INC.

"Robert Smiley"

Robert G. Smiley, President

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the contents hereof.