MATERIAL CHANGE REPORT

1. **Name and Address of Reporting Issuer:**

   Softrock Minerals Ltd. ("Softrock" or the "Company")
   #1010, 825-8th Avenue S.W.
   Calgary, Alberta T2P 2T3

2. **Date of Material Change:**

   September 30, 2005

3. **News Release**

   A press release disclosing the details outlined in this Material Change Report was issued by Softrock on September 30, 2005 and disseminated through the facilities of Canada NewsWire. As a result, it would have been received by the securities commissions where Softrock is a "reporting issuer" and the stock exchanges on which the securities of Softrock are listed and posted for trading in the normal course of its dissemination.

4. **Summary of Material Change:**

   Softrock announced that it has completed its previously announced private placement of convertible debentures for aggregate gross proceeds in the amount of $77,000 (the "Offering"). The debentures will mature on September 30, 2007, bear interest at a rate of 5% per annum, payable quarterly, and are convertible at the holders option into units of Softrock at a price of $0.09 per unit. Each unit will consist of one common share ("Common Share") of Softrock and one-half of one Common Share purchase warrant entitling the holder thereof to purchase an additional Common Share at a price of $0.13 at anytime prior to September 30, 2007. Softrock may retire all or any part of the debt represented by the debentures prior to maturity by providing 30 days notice and paying a 5% penalty on the amount retired.

   The Honourable Nick Taylor, President of Softrock, subscribed under the Offering for convertible debentures having an aggregate principal amount of $75,000. Mr. Taylor currently holds, directly or indirectly, 730,000 Common Shares or 5.54% of the issued and outstanding Common Shares of the Company. Provided that Mr. Taylor converted all of the debentures issued to him pursuant to the Offering and exercised all of the Common Share purchase warrants issued upon such conversion, Mr. Taylor would hold 1,979,999 Common Shares or 13.69% of the Common Shares issued and outstanding.

   Neither Softrock nor Mr. Taylor has knowledge of any material information concerning Softrock or its securities that has not been generally disclosed.

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

   See the attached press release.

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

   Not applicable.

7. **Omitted Information:**

No information has been omitted.

8. **Executive Officer:**

For further information, please contact Nick Taylor, President and Chief Financial Officer at Softrock Minerals Ltd., #1010, 825-8th Avenue S.W., Calgary, Alberta, T2P 2T3, Phone: (403) 266-2605, Fax: (403) 266-2730, email: softrockminerals@shaw.ca.

DATED this 30th day of September, 2005.

NEWS RELEASE

SEPTEMBER 30, 2005

SOFTROCK MINERALS COMPLETES CONVERTIBLE DEBENTURE OFFERING

Softrock Minerals Ltd. (TSX-V: SFT) announces that it has completed its previously announced non-brokered private placement of convertible debentures for aggregate gross proceeds in the amount of $77,000. The debentures will mature on September 30, 2007, bear interest at a rate of 5% per annum, payable quarterly, and are convertible at the holders option into units of Softrock at a price of $0.09 per unit. Each unit will consist of one common share of Softrock and one-half of one common share purchase warrant entitling the holder thereof to purchase an additional share at a price of $0.13 at anytime prior to September 30, 2007. Softrock may retire all or any part of the debt represented by the debentures prior to maturity by providing 30 days notice and paying a 5% penalty on the amount retired. The debentures and any securities issued upon conversion thereof are subject to a "hold" period that expires 4 months and a day from the date of closing of the offering.

Proceeds of the offering will be used to satisfy Softrock's financial obligations in respect of its ongoing heavy oil development program in Western Saskatchewan.

For further information please contact
Softrock Minerals Ltd.
#1010, 825-8th Avenue SW
Calgary, AB T2P-2T3
Ph: 403-266-2605 or Fax 403-266-2730
Email: softrockminerals@shaw.ca