MATERIAL CHANGE REPORT

Under Section 85(1) of the Securities Act (British Columbia) (the "BC Act") and Section 146(1) of the Securities Act (Alberta) (the "Alberta Act")

1. REPORTING ISSUER

Spirit Energy Corp. ("Spirit")
Suite 1220, 330 –5th Avenue S.W.
Calgary, Alberta T2P 0L4

2. DATE OF MATERIAL CHANGE

October 3, 2003

3. PRESS RELEASE

Press releases were issued on October 3, 2003 and October 8, 2003.

4. SUMMARY OF MATERIAL CHANGES

Spirit closed a private placement issuing 3,700,000 Units at a price of $0.60 per Unit. Each Unit consists of one common share in the capital of Spirit and one-half a share purchase warrant. Each whole warrant will entitle the holder to purchase one additional share of Spirit for one year at an exercise price of $0.75 per share. Finders' fees of $840 in cash and 236,740 Units, at a deemed price of $0.60 per Unit, were paid and/or issued in connection with the private placement. These Units are on the same terms as the private placement Units.

5. FULL DESCRIPTION OF MATERIAL CHANGES

Spirit closed a private placement issuing 3,700,000 Units at a price of $0.60 per Unit. Each Unit consists of one common share in the capital of Spirit and one-half a share purchase warrant. Each whole warrant will entitle the holder to purchase one additional share of Spirit for one year at an exercise price of $0.75 per share.

Proceeds of the placement will be used to fund further evaluation of natural gas from coal opportunities generated by the Spirit team and the acquisition of related petroleum and natural gas rights.

Finders' fees of $840 in cash and 236,740 Units, at a deemed price of $0.60 per Unit, were paid and/or issued in connection with the private placement. These Units are on the same terms as the private placement Units.

The shares and any shares issued upon exercise of the warrants (including those issued under the finders' fee Units) shall be subject to hold periods expiring on October 4, 2004 other than those issued to directors and officers of Spirit and their spouses or controlled entities which will expire on February 4, 2004.

Don Gardner, Chief Financial Officer and a director of Spirit, and his spouse acquired a total of 165,000 Units pursuant to this offering. Allen Achilles, a director of Spirit, and his immediate family and a corporation controlled by them acquired a total of 133,000 Units pursuant to the offering.

As a result of the issuances referred to above, there is a total of 10,445,609 common shares of Spirit outstanding.

The offering was approved by the board of directors of Spirit.

6. RELIANCE ON SECTION 85(3) of the BC ACT, 118(2) of the ALBERTA ACT, SECTION 74(5) OF THE ONTARIO ACT

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. SENIOR OFFICERS

For further information please contact Don Gardner, Chief Financial Officer at 403-539-5005 or Allen Achilles, Director, at 1-800-668-0071.

9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material changes referred to herein.

DATED at the City of Calgary, in the Province of Alberta, this 8th day of October, 2003.

SPIRIT ENERGY CORP.

Per: *(signed)*
Don Gardner, Chief Financial Officer