FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company

SOUTHERN PACIFIC RESOURCE CORP. (the "Corporation" or "Southern Pacific")
500, 816 - 7th Avenue SW
Calgary, AB T2P 1A1

Item 2 – Date of Material Change

The material change occurred on September 5, 2007

Item 3 – News Release

A news release was issued on September 6, 2007 by CCN Matthews.

Item 4 – Summary of Material Change

Southern Pacific closed the acquisition of an 80% interest in 81 sections (41,472 acres net to Southern Pacific) of land in the Fort McMurray area of the Athabasca Oilsands fairway. This acquisition was previously announced on August 13, 2007. Southern Pacific acquired the interest in the lands for total consideration of a cash payment of $9,500,000 and the obligation to pay $4,000,000 of the exploration costs of the vendor.

Item 5 – Full Description of Material Change

Southern Pacific closed the acquisition of an 80% interest in 81 sections (41,472 acres net to Southern Pacific) of land in the Fort McMurray area of the Athabasca Oilsands fairway. This acquisition was previously announced on August 13, 2007. This area is very active with "SAGD" (steam assisted gravity drainage) projects in various stages of development. Southern Pacific acquired the interest in the lands for total consideration of a cash payment of $9,500,000 and the obligation to pay $4,000,000 of the exploration costs of the vendor.

The land was acquired from Bounty Developments Ltd., who holds greater than 10% of the issued and outstanding common shares of the Corporation; in addition Mr. Jon Clark is both an employee of Bounty Developments Ltd. and a director of the Corporation. The acquisition has been conditionally approved by the TSX Venture Exchange but remains subject to final TSX Venture Exchange acceptance.

With this acquisition the Corporation now holds an 80% interest in 217 sections of land in five distinct areas. The current year exploration program, which consists of an extensive 2D seismic program which is to be completed by September 30, 2007 to be followed with a drilling program of 115, has begun. The program for the current year is planned to cover all five areas.
The Corporation has plans to continue to diversify its exploration portfolio land base through future Crown land sales as well as through the continuing evaluation of other acquisition opportunities.

Item 6 – Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 – Omitted Information

Not applicable.

Item 8 - Executive Officer

The name of a Executive Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Dave Antony, CEO
Telephone: (403) 531-1710
Facsimile: (403) 265-3565

Item 9 - Date of Report

This report is dated this 10th day of September, 2007.

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