# MATERIAL CHANGE REPORT

UNDER SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA) (FORM 53-901F)
UNDER SECTION 118(1) OF THE *SECURITIES ACT* (ALBERTA) (FORM 27)

1. **Reporting Issuer:**

RSX Energy Inc. (the "Corporation")
#200, 665 - 8th Street S.W.
Calgary, Alberta T2P 3K7

2. **Date Of Material Change:**

October 8, 2003

**3. Press Release:**

On October 8, 2003, a news release was issued and disseminated through Canada NewsWire in respect of the material change described in this report.

**4. Summary Of Material Change:**

On October 8, 2003, the Corporation announced its intention to acquire interests in properties in the Boundary Lake area of Alberta and the Rigel area of northern British Columbia for $6.5 million from a non-arm's length party.

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

On October 8, 2003 the Corporation announced that it has entered into a letter of intent with a private oil and gas company to acquire interests in 5,125 gross acres (3,409 net) in the Boundary Lake area of Alberta and the Rigel area of northern British Columbia for $6.5 million. Current net production of the properties consists of approximately 350 Boepd (260 Bopd of light sweet crude oil and 550 Mcfd of natural gas).

The acquisition is non-arm's length in that a director of RSX is also an officer and a director of the vendor. The director declared his conflict and abstained from voting on the resolution approved by RSX's directors to acquire the properties. The purchase is subject to normal industry due diligence and acceptance by the TSX Venture Exchange.

Upon completion of the proposed acquisition, RSX will have net production of between 800 and 850 Boepd. RSX's drilling plans for the fall and winter are being finalized and include 14 exploration wells (5.5 net), two development wells (1.5 net) and one workover (one net).

RSX also announced that options to acquire an aggregate of 485,000 common shares have been granted to the employees, officers and directors of the company at a price of $0.61 per share.

**6. Reliance on Section 146(2) of the *Securities Act* (Alberta), Section 85(2) of the *Securities Act* (British Columbia):**

Not applicable.

7. **Omitted Information:**

None.

**8. Senior Officers:**

Lee A. Baker
President
Phone: (403) 266-0600
Fax: (403) 266-0604

**9. Statement Of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

DATED at Calgary, Alberta this 8th day of October, 2003.

**RSX ENERGY INC.**

Per: *"Lee A. Baker"*
Lee A. Baker
President

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATIONS FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION