FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Buffalo Oil Company Limited
Suite 211, 7710 – 5th Street S.E.
Calgary, Alberta T2H 2L9

Item 2. Date of Material Change

December 31, 2004.

Item 3. News Release

The news release reporting the material change was released by Buffalo Oil Company Limited on January 4, 2005.

Item 4. Summary of Material Change

Buffalo Oil Company Limited ("Buffalo") completed a business combination with Fogo Resources Inc., a consolidation of its Class "A" common shares and a change of name to The Buffalo Oil Corporation.

Item 5. Full Description of Material Change

Buffalo completed its amalgamation (the "Amalgamation") with Fogo Resources Inc. ("Fogo"), by way of the amalgamation of Fogo and 1126247 Alberta Ltd., a wholly owned subsidiary of Buffalo, on December 31, 2004 in accordance with the approval received from shareholders of both companies on December 17, 2004. The Amalgamation resulted in the issue of 34,163,217 Buffalo Class "A" common shares to the former shareholders of Fogo. Following the amalgamation, Buffalo's Class "A" common shares were consolidated on a one-for-five basis and the Company name was changed to The Buffalo Oil Corporation. The amalgamation resulted in the former shareholders of Fogo holding approximately 83% of the issued and outstanding shares of Buffalo. Consequently, the transaction will be accounted for as a reverse takeover of Buffalo by Fogo.

The Buffalo Stock Option Plan (the "Plan") was also amended to increase the number of post-consolidated Buffalo Class "A" common shares that may reserved for the issuance of stock options to 1,622,032 shares, among other amendments to the Plan. Certain Fogo stock options were exercised prior to the completion of the Amalgamation and all remaining unexercised Fogo stock options were cancelled.

The directors of Buffalo following the Amalgamation are William A. Trickett, H. Douglas Hunter, Dr. Edward W. Bogle, Gregory D. Moore and Richard A. Shaw. In addition to the existing management of Buffalo, Duane Domier was appointed Vice President, Operations and Chief Operating Officer and Denis Kennedy was appointed Vice President Exploration.

Summary of the Effect on Reserve Data

A report dated May 27, 2004 concerning Buffalo's oil and gas reserves as of January 1, 2004 (the "Dobson Report") as required under item 1 of section 2.1 of *National Instrument 51-101 – Standards of Disclosure for Oil and Gas Activities* ("NI 51-101") was prepared by Dobson Resource Management Ltd. and filed on SEDAR on June 22, 2004 and is available for review at *www.sedar.com*.

As a result of the Amalgamation, Buffalo acquired the oil and gas reserves of Fogo. A reserve report (the "PLA Report") dated September 9, 2004 concerning Fogo's oil and gas reserves as at January 1, 2004 was prepared by Paddock Lindstrom & Associates Ltd. ("PLA"). A summary of the PLA Report is included in the Joint Management Information Circular (the "Information Circular") of Buffalo and Fogo dated November 22, 2004 which was filed on SEDAR. In the Information Circular, see *Appendix I to Schedule I "Information Regarding Fogo Resources Inc."*. The Information Circular is available for review at *www.sedar.com*.

Based on the Dobson Report and the PLA Report, Buffalo has prepared summary information concerning what it reasonably expects, after giving effect to the Amalgamation, to be the pro forma combined proved reserves (before royalties), proved plus probable reserves (before royalties), and the value of proved plus probable reserves based on forecast prices and costs (before taxes) discounted at 10% and 15%, all as at January 1, 2004. This information is set forth in the table below:

Selected Reserves Data
As at January 1, 2004

	Buffalo	**Fogo**	**Pro Forma Combined**
Proved Reserves			
(before royalties)			
Crude oil & NGLs (mbbls)	162	35	197
Natural gas (mmcf)	55	1,426	1,481
Oil equivalent (boe)	172	272	444
Proved plus Probable Reserves			
(before royalties)			
Crude oil & NGLs (mbbls)	162	46	208
Natural gas (mmcf)	55	1,738	1,793
Oil equivalent (boe)	172	335	506
Value of Proved plus Probable Reserves – Discounted			
(before taxes)			
at 10% ($millions)	$1,536	$4,447	$5,983
at 15% ($millions)	$1,302	$3,936	$5,238

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

Trevor Penford
President and Chief Financial Officer
Suite 211, 7710 – 5th Street S.E.
Calgary, Alberta T2H 2L9
Phone: (403) 252-2462

Item. 9 Date of Report

January 10, 2005.

THE BUFFALO OIL CORPORATION

Per: Signed "T Penford"
Trevor Penford
President and Chief Financial Officer