FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

The Buffalo Oil Corporation
Suite 180, 1209 - 59th Avenue S.E.
Calgary, Alberta, T2H 2P6

Item 2. Date of Material Change

October 2, 2006

Item 3. News Release

A press release reporting the material change was issued on October 2, 2006 through the services of CCN Matthews.

Item 4. Summary of Material Change

The Buffalo Oil Corporation ("Buffalo") announced that it has taken up approximately 10.1 million common shares ("Pocaterra Shares") of Pocaterra Energy Inc. ("Pocaterra") representing approximately 85 per cent of the outstanding common shares of Pocaterra.

Item 5. Full Description of Material Change

Buffalo announced that it has taken up approximately 10.1 million Pocaterra Shares validly deposited under Buffalo's offer, representing approximately 85 per cent of the outstanding common shares of Pocaterra. Buffalo's offering period for the deposit of outstanding common shares of Pocaterra expired at 9:00 a.m. (Calgary time) on Monday, October 2, 2006. Buffalo further announced that it had extended the offer to 5:00 p.m. (Calgary time) on Tuesday, October 17, 2006.

Following the extension period for depositing Pocaterra Shares, which ends at 5:00 p.m. (Calgary time) on October 17, 2006, Buffalo intends to acquire the remaining Pocaterra Shares not tendered to its offer by way of a compulsory acquisition, statutory arrangement, amalgamation, merger, reorganization, consolidation, recapitalization or other type of acquisition transaction or transactions for consideration that equals $0.575 plus 0.2 of a Buffalo share per Pocaterra Share so acquired.

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

Not applicable. This report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

For further information regarding the above contact William A. Trickett, the Chairman and Chief Executive Officer of Buffalo, or Trevor G. Penford, President and Chief Financial Officer, of Buffalo, (403) 252-2462.

Item. 9 Date of Report

Dated October 11, 2006.