BC FORM 51-102F3

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. *SECURITIES ACT* AND 118(1) OF THE ALBERTA *SECURITIES ACT*

Item 1. **Name and Address of Company**

Regent Ventures Ltd.
Penthouse 8 - 1060 Alberni Street
Vancouver, BC V6E 4K2

Item 2. **Date of Material Change**

March 16, 2006

Item 3. **News Release**

News Release dated March 16, 2006 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. **Summary of Material Change**

The Issuer announces the grant of incentive stock options.

Item 5. **Full Description of Material Change**

The Issuer is pleased to announce that that it has granted Incentive Stock Options on 3,300,000 shares of the Issuer's capital stock, exercisable up to two (2) years at a price of $0.20 per share which price is not lower than the last closing price of the Issuer's shares prior to this announcement less the applicable discount. The options are granted pursuant to the Issuer's Stock Option Plan and will be subject to applicable regulatory hold periods.

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

The Issuer is not relying on Subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. **Omitted Information**

There is no omitted information.

Item 8. **Executive Officer**

Ed Mueller, President - (604) 669-7775

Item 9. **Date of Report**

Dated at the City of Vancouver, in the Province of British Columbia, this 6th day of September, 2006.

"Douglas Eacrett"
Douglas Eacrett, Director