

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

July 11, 2012

Item 3. News Release

News Release dated July 11, 2012 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 provides a private placement update.

Item 5. Full Description of Material Change

The Issuer announces that, further to its news release of February 10, 2012, it is still proceeding with its agreed \$800,000 private placement of up to 16,000,000 units of its securities at a price of \$0.05 per unit, each unit consisting of one common share and one-half of a non-transferable share purchase warrant, each whole such warrant entitling the holder to purchase one additional common share of the Issuer at a price of \$0.10 per share for one year. The offering price is not less than the discounted market price for the Issuer's shares as traded on the TSX Venture Exchange during this period.

The proceeds from the private placement will be used to repay US\$500,000 of the loans outstanding and the balance will be for general working capital purposes.

The Issuer may pay a commission or finder's fee in cash and/or securities with respect to the financing.

The private placement is subject to acceptance for filing by the TSX Venture Exchange.

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

Richard Wilson, Chief Executive Officer - (604) 689-5002

Item 9. Date of Report

Dated at the City of Vancouver, in the Province of British Columbia, this 11th day of July, 2012.

"Douglas Eacrett"

Douglas Eacrett, Director