

**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**

October 5, 2012

**Item 3. News Release**

News Release dated October 5, 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 announces private placement financing closed.

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

The Issuer announces that it has closed its private placement financing announced in its news releases of February 10 and July 11, 2012, pursuant to which the Issuer raised \$157,500 through the sale of 3,150,000 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 acquire one additional common share of the Issuer at a price of \$0.10 per share for one year. The Issuer paid finder's of \$3,570 in cash in connection with the offering.

The shares comprised in the 3,150,000 units and any shares underlying the warrants comprised in the units were subject to hold periods upon their issue which restricts them from trading until, with respect to 1,150,000 units, June 18, 2012, and with respect to 2,000,000 units, November 11, 2012.

**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 5<sup>th</sup> day of October, 2012.

*"Douglas Eacrett"*  
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Douglas Eacrett, Director