FORM 51-102F3
MATERIAL CHANGE REPORT
for
GALE FORCE PETROLEUM INC.

Item 1
Name and Address of Company

Gale Force Petroleum Inc. (the "**Company**"), 1200 McGill College, 11th Floor, Montréal, QC, H3B 4G7.

Item 2
Date of Material Change

The date of the material change is February 1, 2011.

Item 3
News Release

On February 1, 2011, an authorized executive officer of the Company issued and filed a news release announcing the material change.

Item 4
Summary of Material Change

The Company announced that it has concluded a private placement financing for gross proceeds of CA$1,080,302, through the issuance of 3,601,008 units ("**Units**") at $0.30 per Unit. Each Unit is comprised of one common share of the Company and one common share purchase warrant with an exercise price of $0.50, expiring July 31, 2012.

Item 5
Full Description of Material Change

The Company announced that it has concluded a private placement financing for gross proceeds of CA$1,080,302, through the issuance of 3,601,008 units ("**Units**") at $0.30 per Unit. Each Unit is comprised of one common share of the Company and one common share purchase warrant with an exercise price of $0.50, expiring July 31, 2012.

In connection with the private placement, the Company paid an aggregate of $70,988 in commissions and issued an aggregate of 32,000 Units and 194,400 non-transferable broker's warrants ("**Broker's Warrants**") to members of the selling group and various other finders. Each Broker's Warrant entitles its holder to acquire one Unit at an exercise price of $0.30 at any time on or before July 31, 2012.

The selling group included All Group, BMO Nesbitt Burns, Canaccord Capital, HSBC Securities (Canada), Odlum Brown and Raymond James, with Kingsmont Investment Management acting as agent, all of which are at arm's length from the Company.

All of the securities issued by the Company in connection with this private placement are subject to resale restrictions which expire on June 1, 2011.

Item 6
Reliance on subsection 7.1(2) of Regulation 51-102

N/A

Item 7
Omitted Information

N/A

Item 8
Executive Officer

Any inquiries with respect to this material change report or the transactions described in this material change report should be made to:

Michael McLellan
Gale Force Petroleum Inc.
Executive Chairman
1200 McGill College, Suite 1100, Montréal, Québec, H3B 4H7
Tel.: (514) 294-6980
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MMcLellan@GaleForcePetroleum.com

Item 9
Date of Report

February 4, 2011