FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Arapahoe Energy Corporation (the “Corporation”)
#2703, 1100 - 8th Avenue S.W.
Calgary, Alberta T2P 3T9
(403) 920-0040

2. Date of Material Change

October 26, 2005 and October 27, 2005

3. News Release

A press release was disseminated on October 27, 2005 and October 28, 2005 via CCN Matthews.

4. Summary of Material Change

The Corporation closed its previously announced private placement for gross proceeds of $5,383,559.

5. Full Description of Material Change

The Corporation closed its previously announced brokered private placement with Dominick & Dominick Securities Inc. At the closing, an aggregate of 3,619,317 Common Shares at a price of $0.65 per share ($2,352,556) and 4,041,337 Flow-Through Shares at a price of $0.75 per share ($3,031,002.75) were issued for gross proceeds of $5,383,559. The securities issued are subject to a statutory restricted period of four months.

Dominick & Dominick Securities Inc. received a fee of $334,032 equal to 7% of gross proceeds and 745,718 broker and advisory warrants equal to 10% of the total number of Common Shares and Flow-Through Shares sold. The broker and advisory warrants are exercisable for a period of 12 months at an exercise price of $0.75 per share.

In addition, S&P Investors, Inc. of Dallas, Texas received a finder’s fee of $41,400 cash and 91,007 warrants.

Brenda Stanger, Chief Financial Officer of the Corporation, participated in the issuance, purchasing 30,769 Common Shares ($20,000).

The proceeds of this issuance will be used to fund the Corporation’s 2005 and 2006 exploration and development program and for general working capital purposes.

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

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Executive Officer**

The name of the Executive Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Jeffrey L. Standen - Chief Executive Officer & President
Telephone: (403) 920-0040 (ext. 1)

9. **Date of Report**

November 3, 2005