

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

EnerGulf Resources Inc. (the “**Company**”)
Suite 301, 470 Granville Street
Vancouver, British Columbia, V6C 1V5

Tel: 604-408-1990

Fax: 604-608-4822

ITEM 2. DATE OF MATERIAL CHANGE

July 31, 2009

ITEM 3. NEWS RELEASE

Issued on July 31, 2009 and distributed through the facilities of Stockwatch and Bay Street.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announces that it has completed the second and final tranche of a private placement comprising 567,857 units of the Company at the price of \$0.35 per unit to raise gross proceeds of \$198,750. Each unit consists of one common share and one common share purchase warrant with each warrant exercisable for a period of two years to purchase one additional common share of the Company at a price of \$0.50 per share for the first year and \$0.75 per share for the second year.

In connection with this final tranche of the private placement, the Company paid finders’ fees in the total amount of \$4,200.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the attached news release.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

N/A

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Clive Brookes, Director

Telephone: 604-408-1990

ITEM 9. DATE OF REPORT

DATED this 14th day of August, 2009.



www.energulf.com

NEWS RELEASE

Not for Distribution to United States Newswire Services or For Dissemination in the United States.

ENERGULF CLOSES SECOND AND FINAL TRANCHE OF PRIVATE PLACEMENT

July 31, 2009

(Houston) EnerGulf Resources Inc. (TSXV:ENG) (the "Company") is pleased to announce that it has completed the second and final tranche of a private placement consisting of 567,857 units of the Company at the price of \$0.35 per unit to raise gross proceeds of \$198,750. Each unit consists of one common share and one common share purchase warrant with each warrant exercisable for a period of two years to purchase one additional common share of the Company at a price of \$0.50 per share for the first year and \$0.75 per share for the second year. In connection with this second tranche of the private placement, the Company paid finders' fees in the aggregate amount of \$4,200.

All of the securities issued pursuant to this second tranche of the private placement, including all the common shares issuable on the exercise of the warrants, are subject to a hold period and may not be traded in Canada until December 1, 2009, except as permitted by applicable Canadian securities laws and the TSX Venture Exchange.

On Behalf of the Board of Directors of
EnerGulf Resources Inc.

"Clive Brookes" Director

Certain disclosure in this release, including the private placement, use of proceeds and management's assessment of the Company's plans and projects, constitute forward-looking statements that are subject to numerous risks, uncertainties and other factors relating to the Company's operation as an oil and gas exploration company that may cause future results to differ materially from those expressed or implied by those forward-looking statements. Readers are cautioned not to place undue reliance on these statements as

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they involve known and unknown risks, uncertainties and other factors that may cause a change in assumptions and the actual outcomes and estimates may be materially different from the estimated or anticipated future results, achievements or positions expressed or implied by those forward-looking statements. The Company disclaims any intentions or obligations to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For more information, please contact

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