MATERIAL CHANGE REPORT

1. **Name and Address of Reporting Issuer:**

Grande Cache Coal Corporation (the "Corporation")
Suite 1610, 800 – 5th Avenue S.W.
Calgary, Alberta T2P 3T6

2. **Date of Material Change:**

August 9, 2007.

3. **News Release:**

A press release disclosing the details discussed in this Material Change Report was issued by the Corporation on August 9, 2007 and disseminated through the facilities of a recognized newswire service.

4. **Summary of Material Change:**

On August 9, 2007, the Corporation closed its previously announced offering of 20,500,000 units (the "**Units**") of the Corporation at an issue price of $1.30 per Unit for gross proceeds of $26,650,000. Each Unit consisted of one common share ("**Common Share**") and one-half of one common share purchase warrant of the Corporation, each whole warrant ("**Warrant**") entitling the holder thereof to acquire one Common Share at a price of $1.60 per share until August 11, 2008.

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

On August 9, 2007, the Corporation closed its previously announced offering of 20,500,000 Units at an issue price of $1.30 per Unit for gross proceeds of $26,650,000. Each Unit consisted of one Common Share and one-half of one Warrant, each whole Warrant entitling the holder thereof to acquire one Common Share at a price of $1.60 per share until August 11, 2008. The Warrants are posted for trading on the Toronto Stock Exchange under the symbol "GCE.WT.A". The net proceeds of the offering will be used by the Corporation to fund its ongoing exploration and development activities, capital projects and for general working capital purposes.

The offering was underwritten by a syndicate led by Canaccord Capital Corporation and including Bolder Investment Partners, Ltd. and Salman Partners Inc. As part of the consideration for their services, the underwriters were issued warrants to purchase an aggregate of 1,025,000 Common Shares at an exercise price of $1.60 per share until August 11, 2008.

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

Not applicable.

7. **Omitted Information:**

Not applicable.

8. Executive Officer:

The name and business numbers of the executive officer of the Corporation who is knowledgeable of the material change and this report is:

Anita L. Roncin, Vice-President, Finance and Chief Financial Officer
Telephone: (403) 543-7070
Facsimile: (403) 543-7092

9. Date of Report:

This report is dated August 9, 2007.

cc: Toronto Stock Exchange