RELENTLESS RESOURCES LTD.
FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Relentless Resources Ltd. (the "**Company**" or "**Relentless**")
750, 330 - 5th Ave. SW
Calgary, Alberta T2P 0L4

2. Date of Material Change

October 27, 2010.

3. News Release

A news release was disseminated on October 27, 2010, through Marketwire.

4. Summary of Material Change

The Company announced it entered into a non-binding letter agreement to acquire a 100% working interest in petroleum & natural gas rights on 1,295 ha (3,200 acres) of contiguous lands in southwest Saskatchewan from a private arm's length oil & gas company for a purchase price of $550,000, $50,000 of which is payable through the issuance of 500,000 common shares of Relentless at a deemed price of $0.10 per share.

5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced announces it has entered into a non-binding letter agreement to acquire a 100% working interest in petroleum & natural gas rights ("**P&NG rights**") on 1,295 ha (3,200 acres) of contiguous lands in southwest Saskatchewan from a private arm's length oil & gas company for a purchase price of $550,000, $50,000 of which is payable through the issuance of 500,000 common shares of Relentless at a deemed price of $0.10 per share.

The interests proposed to be acquired include 518 ha (1,280 acres) of P&NG rights from the Surface to the top of the Precambrian as well as 777 ha (1,920 acres) of various deeper P&NG rights. The two sections of land with all P&NG rights (Viking rights) are prospective for the southwest Saskatchewan regional light oil resource Viking zone play which utilizes horizontal drilling and multi-stage fracturing technology. The lands directly offset an existing Viking light oil pool.

Closing of the purchase of the P&NG rights is subject to the parties negotiating a formal purchase and sale agreement on or before November 19, 2010. Such agreement will contain standard industry terms and conditions, including the conditions that the transaction be subject to board and regulatory approval, including that of the TSX Venture Exchange.

5.2 ***Disclosure for Restructuring Transactions***

Not Applicable.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

For further information, please contact:

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Date of Report

October 28, 2010.