MATERIAL CHANGE REPORT

1. **Reporting Issuer**

   Richards Oil & Gas Limited
   1609, 840 – 7th Avenue S.W.
   Calgary, Alberta, T2P 3G2

2. **Date of Material Change**

   October 12, 2005

3. **Press Release**

   Richards Oil & Gas Limited ("ROG") issued a press release with respect to the material change described below on October 12, 2005.

4. **Summary of Material Change**

   The directors of the Corporation approved the grant of 50,000 stock options to Dr. Brian Moss at an exercise price of $0.94 per common share, expiring on October 12, 2010.

5. **Full Description of Material Change**

   The Corporation announced that its directors had approved the grant of 50,000 stock options to Dr. Brian Moss, who was appointed as a director on August 10, 2005, at an exercise price of $0.94 per common share, expiring on October 12, 2010.

6. **Confidentiality of Material Change Report**

   Not applicable.

7. **Omitted Information**

   Not applicable.

8. **Senior Officer**

   The senior officer who can answer questions regarding this report is Mr. Richard Cohen, Vice-President (Corporate Communications) of ROG. Mr. Cohen can be reached at (905) 882-4422 or by email at roginc@rogers.com.

9. **Statement of Senior Officer**

   The foregoing accurately discloses the material change referred to herein.

SIGNED the 21st day of October, 2005 at Toronto, Ontario.

(signed) Richard Cohen
Vice-President