

RICHARDS OIL & GAS LIMITED

**MATERIAL CHANGE REPORT
FORM 51-102F3**

1. **Reporting Issuer**

Richards Oil & Gas Limited
600, 815 – 8th Avenue S.W.
Calgary, Alberta, T2P 3P2

2. **Date of Material Change**

December 7, 2005

3. **Press Release**

Richards Oil & Gas Limited (the "Corporation") issued a press release with respect to the material change described below on December 7, 2005.

4. **Summary of Material Change**

The Corporation has completed a farmin arrangement with an existing joint venture partner for eight sections of multiple zone potential (Viking through Mannville and Stettler formations and including the Glauconite, Ostracod and Ellerslie) in the Gadsby area of south central Alberta.

5. **Full Description of Material Change**

The material change is fully described in the press release attached hereto as Schedule "A".

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). 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 13th day of December, 2005 at Toronto, Ontario.

(signed) "Richard Cohen"
Vice-President (Corporate Communications)



1609, 840 – 7th Avenue S.W.
Calgary, AB
T2P 3G2
Telephone: (403) 265-8444
Fax: (403) 265-4414
Email: dave_t@telus.net

Richards Oil & Gas Limited

FOR IMMEDIATE RELEASE

December 7, 2005

RIX:TSX Venture Exchange

RICHARDS OIL & GAS LIMITED COMPLETES FARMIN ARRANGEMENT

Calgary, Alberta – Mr. David Thomas, President and CEO of Richards Oil & Gas Limited (the "Corporation"), announces that the Corporation has completed a farmin arrangement with an existing joint venture partner of the Corporation for eight sections of multiple zone potential (Viking through Mannville and Stettler formations and including the Glauconite, Ostracod and Ellerslie) in the Gadsby area of south central Alberta.

Along with the conventional targets, the Corporation has also secured access to the Mannville coal suite on seven of the sections, which are located in the heart of the CBM Mannville play trend between the successful CDX Mannville CBM test to the northwest, and the Fenn Big Valley Mannville tests to the south and right in the middle of the fairway of posted lands for the December 14, 2005 Crown sale.

The drill to earn commitment requires two wells to penetrate to the Stettler formation to earn three sections and, thereafter, one well to earn one section. The first well is scheduled to spud on December 15, 2005, with the second well to follow in the New Year. The Corporation is the operator for the program.

This land acquisition represents a significant addition to the Corporation, rounding out its portfolio to include Mannville coal packages, as well as providing for considerable upside from conventional targets in adjacent formations, potentially broadening the Corporation's production base.

Richards Oil & Gas Limited is an oil and gas exploration company, based in Calgary, Alberta, that specializes in the exploration, development and exploitation of Coal Bed Methane ("CBM") properties. The Corporation's management has extensive experience in the development of CBM projects, which it is using to exploit the Corporation's land base and to add and sustain significant value for its shareholders.

The Corporation has assembled a highly prospective CBM land base, comprised of 150.1 sections of land (96,064 acres gross, approximately 48,060 acres net) and containing a portfolio of near to long-term cash flow opportunities, including prospects in the Horseshoe Canyon, Ardley and Mannville CBM coal seams.

For more information, contact:

David Thomas, President & CEO
Richards Oil & Gas Limited
1609, 840 – 7th Avenue S.W.
Calgary, AB T2P 3G2
Tel.: (403) 265-8444
Fax: (403) 265-4414
E-Mail: dave_t@telus.net

Richard Cohen, Chairman
Richards Oil & Gas Limited
103 Clark Avenue East
Thornhill, ON L3T 1T1
Tel.: (905) 882-4422
Fax: (905) 882-4435
E-Mail: roginc@rogers.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this press release.