MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer:

Rockyview Energy Inc. ("**Rockyview**")
2100, 144 - 4th Avenue S.W.
Calgary, Alberta
T2P 3N4

2. Date of Material Change:

January 11, 2006.

3. News Release:

A press release disclosing the details discussed in this Material Change Report was jointly issued by Rockyview and Espoir Exploration Corp. ("**Espoir**") on January 11, 2006 and disseminated through the facilities of a recognized news wire service.

4. Summary of Material Change:

On January 11, 2006, the previously announced plan of arrangement (the "**Arrangement**") involving Rockyview, Espoir and the securityholders of Espoir was completed. Rockyview issued 7.442 million common shares and paid $8.325 million cash to former shareholders of Espoir on completion of the Arrangement.

5. Full Description of Material Change:

On January 11, 2006, the Arrangement involving Rockyview, Espoir and the securityholders of Espoir was completed. The Arrangement was approved at the special meetings of the Class A and Class B shareholders of Espoir held on January 10, 2006 and by the Court of Queen's Bench of Alberta on January 11, 2006. Rockyview issued 7.442 million common shares and paid $8.325 million cash to former shareholders of Espoir on completion of the Arrangement.

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 Rockyview who is knowledgeable of the material change and this report is:

Alan MacDonald, Vice-President, Finance and Chief Financial Officer

Telephone: (403) 538-5002
Facsimile: (403) 538-5050

9. Date of Report:

This report is dated January 12, 2006.