

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

VITAL RESOURCES CORP. (herein referred to as "Vital" or the "Corporation")
3005, 412 - 7th Avenue SW
Calgary, AB T2P 4K9

Item 2. Date of Material Change

May 29, 2006

Item 3. News Release

A press release was disseminated on May 29, 2006 via CCN Matthews

Item 4. Summary of Material Change

Vital announced that it has completed the purchase of all the issued and outstanding securities of Bentley Energy Ltd. ("Bentley"), a privately-owned Alberta Corporation which has assets consisting primarily of cash. In addition Vital has appointed new management comprised of Michael Whitehead, Barry Foster and Vladimir Gerchikov (the "Management Team"). The Management Team is experienced at sourcing, negotiating and financing international oil and gas transactions.

Item 5. Full Description of Material Change

Vital announced that it has completed the purchase of all the issued and outstanding securities of Bentley, a privately-owned Alberta Corporation which has assets consisting primarily of cash. In addition Vital has the Management Team. The Management Team is experienced at sourcing, negotiating and financing international oil and gas transactions.

The business combination was effected by way of a share exchange transaction which resulted in Vital becoming the sole shareholder of Bentley. Bentley shareholders agreed to exchange each share of Bentley for a Vital common share ("Vital Shares"). In addition, holders of convertible securities of Bentley received equivalent securities of Vital in exchange for their Bentley securities.

Upon completion of the transaction there are expected to be outstanding 16,030,100 Vital Shares, 1,212,500 Vital warrants and 1,405,000 Vital options and for Vital to have a cash position of \$380,000 which is intended to be used for the next phase of exploration of the Horseshoe Island Property and to source potential international oil and gas transactions.

Christopher Grove and Robert Bick have resigned as directors of Vital. The directors and officers of Vital now include Mr. Lawrence Dick and the following:

Michael Whitehead - Chief Executive Officer and Director

Since October, 2005 Mr. Whitehead has been the President of Bentley. Prior thereto, from April 1996 to August 2005, Mr. Whitehead was a Vice President of Quadra Resources Corp. (acquired by Arsenal Energy Inc. in August 2005).

Barry Foster - Chief Financial Officer and Director

Since October, 2005 Mr. Foster has been the Chief Financial Officer of Bentley. Prior thereto, from September 2000 to August 2005, Mr. Foster was the Chief Financial Officer of Quadra Resources Corp. (acquired by Arsenal Energy Inc. in August 2005). Prior thereto, he was the Chief Financial Officer of Chartwell Technology Inc. from February 1999 to May 2003. Mr. Foster is a Certified General Accountant.

Vladimir Gerchikov - Vice President and Director

Mr. Gerchikov is a geologist. From January 1997 to August, 2005 Mr. Gerchikov was a Vice President to Quadra Resources Corp. (acquired by Arsenal Energy Inc. in August 2005). During this time Mr. Gerchikov has also been a petroleum consultant for a number of different companies.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not Applicable

Item 7. Omitted Information

Not Applicable

Item 8. Executive Officer

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

Michael Whitehead, Chief Executive Officer of the Corporation at the above mentioned address or at (403) 669-1645

Item 9. Date of Report

June 5, 2006