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

June 14, 2007

Item 3. News Release

A press release was disseminated on June 14, 2007 via CNW.

Item 4. Summary of Material Change

Vital has completed a private placement of units for gross proceeds of $285,000.

Item 5. Full Description of Material Change

Vital has closed a private placement for gross proceeds of $285,000. Vital issued 1,900,000 Units at a price of $0.15 per Unit. Each Unit consists of one common share and one half of one common share purchase warrant. Each whole warrant is exercisable into one common share at an exercise price of $0.25 per share for a period of twelve months after the closing.

All securities issued in connection with this private placement are subject to a four month hold period that expires on October 15, 2007. The proceeds of the private placement will be used to fund the acquisition from Bentley International Oil Ltd. of an interest in a Philippines oil and gas farmin agreement and to fund its commitments under the farmin agreement.

The finder acting in connection with the private placement received a cash commission of $17,850 and 71,400 finder's warrants exercisable at $0.25 per share for a period of twelve months after the closing.

After giving effect to the private placement, Vital has 32,153,600 common shares issued and outstanding.

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 14, 2007